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THE CHAIRMAN'S HANDBOOK

REGINALD F. D. PALGRAVE.

SIXTH EDITION

THE

CHAIRMAN'S HANDBOOK:

SUGGESTIONS AND RULES FOR THE CONDUCT OF CHAIRMEN OF PUBLIC AND OTHER MEETINGS, BASED UPON THE PROCEDURE AND PRACTICE OF PARLIAMENT.

WITH AN INTRODUCTORY LETTER

ADDRESSED TO

The Right Honourable the Speaker of the House of Commons,

NOW THE VISCOUNT HAMPDEN, G.C.B., &c., &c.

BY

REGINALD F. D. PALGRAVE,

THE CLERK ASSISTANT OF THE HOUSE OF COMMONS.

SIXTH AND ENLARGED EDITION,

With Additional Chapters on the Duties of Chairmen of Board and Shareholders' Meetings, and the Practice of Committees.

LONDON:

SAMPSON LOW, MARSTON, SEARLE, & RIVINGTON,

CROWN BUILDINGS, 188, FLEET STREET.

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To the Right Honourable the Speaker,
&c. &c. &c.

DEAR MR. SPEAKER,

The permission to preface an attempt to popularize the business method of that Assembly over which you with so much distinction preside, with a letter addressed to you, is an honour that claims my most grateful recognition. And this act of kindness on your part is the more welcome, as my special object has been the assistance of chairmen, who in discharging their duties, seek to act in imitation of the Speaker of the House of Commons.

Following the line thus indicated, I have endeavoured to show how, according to parliamentary usage, a chairman is chosen, discussion guided, and motions put to the vote. And Rules of Procedure are added, based on Sir T. Erskine May's "Treatise on Parliamentary Practice;" an acknowledgment, indeed, which applies to the whole of this publication.

As the sound usage under which the House of Commons regulates deliberation is the result of English common-sense acting with precision and uniformity for at least three centuries, it may be presumed that this usage is so in harmony with our national cast of thought, that any explanation of its merits is almost unnecessary.

This statement, however, cannot be made wholly without reserve. The practice of the House of Commons is, in one respect, somewhat misunderstood. When an amendment is proposed, chairmen generally give priority to the amendment over the motion upon which it is

moved; and they do so under a belief that this method accords with the procedure adopted by the Speaker.

In this they are mistaken. Nor is the distinction which exists between the parliamentary and the popular treatment of an amendment merely a technical distinction; it envolves an essential principle.

When two propositions are submitted for deliberation, first a motion, and then an amendment offered as an alternative to that motion, to obtain a fair and straightforward debate the following conditions must be observed. If two propositions are submitted for discussion, it is, in the first place, essential that their consideration should be conducted, as far as possible, on equal terms; and, secondly, it is essential that discussion should be limited to the question proposed from the chair. But how far are these conditions observed, if precedence be given to an amendment over the motion on which it is moved? One of two results must ensue; if the debate be kept with strict precision to the proposition so put forward, namely, the amendment, the supporters of the motion should not be heard until the amendment is disposed of. If, however, argument in favour of the motion be permitted, then debate strays away from the subject immediately in hand. Even under the fairest conditions of debate, the popular method withholds from the advocates of a motion their due position. They were foremost in the field of discussion, but they come last; nay, their proposition may never be submitted to any decision at all; for as the amendment is the first to be considered, it commands the chief attention and the primary vote of the debaters.

These consequences must arise under a usage which

places a motion and an amendment in direct antagonism. This conflict is averted by parliamentary practice. The formula used by the Speaker—"that the words proposed to be left out stand part of the question"—is framed for that express object: it offers an alternative choice between both motion and amendment, and withholds them from the vote until the House has resolved which subject it will, in the first instance, consider.

Parliament in its procedure obeys that common-sense instinct which dictates that it is essential, when two propositions are offered for discussion, to know first of all which proposition shall be discussed. Nor is it till that point is settled, that the House proceeds to bring the matter to a final conclusion.

To our ears, if I may so far identify myself with the House of Commons, the purport of the phrase, "that the words proposed to be left out stand part of the question," is immediately apparent. This may hardly be expected of those to whom that formula is not habitual. And yet, perhaps, when the motive of that phrase is appreciated, attention may be given to the principle it enunciates, as the systematic discussion of motions and amendments cannot be obtained, save under the method put in operation by the usage of Parliament.

With much sincerity, the readers of this little work are begged to regard it with the same kindly consideration which it has received from the Speaker. Gladly as I would deem that these illustrations of parliamentary procedure are capable of immediate or general enforcement, that hope cannot be expressed without some hesitation. A system may be simple in operation, though it may not be a simple matter to describe;

though its effectiveness is certain, still that certainty may not be perceivable without the aid of experience.

If, however, an explanation of the business method of the House of Commons be the sole result of these pages, they will not be useless. According to that eminent authority of whom mention has been made, "the confusion which must arise from any irregularity in the mode of putting amendments, is often exemplified at public meetings, where fixed principles and rules are not observed; and it would be well for persons in the habit of presiding at meetings of any description to make themselves familiar with the rules of Parliament in regard to questions and amendments; which have been tested by long experience, and are found as simple and efficient in practice, as they are logical in principle."

It is, in conclusion, my pleasant duty to acknowledge the help I have received from those Members of Parliament who have given their kind attention to this publication. Their large experience in Parliamentary and Local Administration enabled them to make suggestions of great utility; and my hearty thanks are but a slight return for the trouble they have taken,—a favour of the highest value, conferred with the utmost good-will.

I have the honour to be,
Dear Mr. Speaker,
Yours most faithfully,

Reginald F. D. Palgrave.

SPEAKER'S COURT,
PALACE OF WESTMINSTER,
May 3rd, 1877.

NOTE TO THE FIFTH EDITION.

This note, as on previous occasions, is addressed as an acknowledgment to those who have, in various ways, afforded to the author of The Chairman's Handbook their well-advised and most obliging co-operation.

This book seeks to meet a variety of exigencies, and it could not, therefore, reach even a measure of success without the aid of varied information. But for help, thankfully acknowledged in the preface, the writer would hardly have ventured on the attempt at all; and the same acknowledgment is due towards assistance that has attended the whole course of this publication.

Among the features peculiar to this edition are highly valuable suggestions supplied by Mr. James Howard, M.P., from his large experience of Public Meetings, most kindly offered, and most thankfully accepted. A chapter has been added, devoted more especially to Chairmen called to preside not over discussion merely, but over discussion accompanied by the transaction of prescribed business; and it may be hoped that a comparison between Debate conducted according to ordinary practice, and Debate subjected to the special regulations which govern the procedure of Board and Shareholders' Meetings will be found of general utility.

This edition, also, contains a chapter affording a full explanation of Committee procedure, based on the prac-

tice of the House of Commons. As on a previous occasion, Mr. Croad's obliging contributions, drawn from the practice and the Rules of the School Board for London, form an important addition to our Handbook. Nor can the information derived from Mr. Francis B. Palmer's "Manual of the Every-day Law and Practice of Public Companies," and his most able advice, be passed by without our hearty recognition.

April 19*th*, 1883.

NOTE TO THE SIXTH EDITION.

It is our pleasant duty to renew our thanks for the assistance of Mr. Francis B. Palmer, Mr. Croad, and other helpers, often already received, and given on this occasion with the kind readiness which we have always experienced.

Remarks on the mode of conducting an Election to the Chair, and further Rules, drawn from the procedure of the School Board for London, form the principal additions to this edition.

July 12*th*, 1884.

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THE CHAIRMAN'S HANDBOOK.

CHAPTER I.

On the Election of Chairmen in General.

A CHAIRMAN may by the unanimous call of those present, be summoned with acclamation to the Chair. If this does not take place, to secure the utmost impartiality, a Member of the Meeting who is not prepared to undertake the office of Chairman, and holds an influential or official position, should be requested to preside during the election to the Chair.

In default of rule or custom to guide the choice of such a President, the right to name him lies with those who have called the Meeting; and the Meeting should acquiesce in their proposal, they, on their part, acting with the sole object of securing the right conduct of the election.

The President, accordingly, is the Chairman for that occasion; he names those who rise to address the Meeting, and they direct their speeches to him. His immediate duty is to keep discussion to the matter in hand, namely, the choice of a Chairman, who is to

Rule 1. Chair to be addressed standing.

be named, according to established Rule, from those present at the Meeting. The Chairman, therefore, desires the Member who receives his call to speak, to bring that Question before the Meeting by a Motion; and if such Member is not prepared to do that, the President will order him to resume his seat. The Motion would be, "That Mr. A. do take the Chair;" and when that Motion has been seconded (*see p.* 47), it becomes the direct subject for discussion.

It may happen that no other name is suggested for the approval of the Meeting. In that case, when the Motion, "That Mr. A. do take the Chair," has been fully discussed, the President puts that Question to the Vote of the Meeting, given either by the Voice, or Show of hands (*see p.* 53).

The Meeting, however, may desire to consider several names, selected from among those present, as candidates for the Chair. The election of a Chairman, in that case, is obtained by submitting the name of each candidate to the decision of the Meeting, adopting the order in which their names were proposed for consideration. The proposal of each name is dealt with separately, and not by way of Amendment to a previously proposed name.

Accordingly, when the Motion has been made and seconded, "That Mr. A. do take the Chair," and those in favour of Mr. A. are heard, the proposers of the other candidates will rise and move

and second, "That Mr. B. (or Mr. C.) do take the Chair;" and they and their respective supporters are heard in behalf of each successive Motion. When no other name is thus submitted to the choice of the Meeting, the Debate is closed.

The President then, in accordance with the parliamentary method, puts to the Vote the Motion which had been first proposed and seconded. He therefore rises and announces that "The Question is, 'That Mr. A. do take the Chair;'" and if that Question is agreed to, the Meeting accepts "Mr. A." as Chairman. But if that Question be negatived, the President will at once put to the Vote the other proposed names in the order in which they were moved, namely, "That Mr. B. (or Mr. C.) do take the Chair," until the Vote of the majority decides the election to the Chair.

Another result is within the range of possibility. The voters may by each successive decision put a negative upon every candidate for the Chair. Embarrassment must attend such a conflict of opinion: a settlement of the dispute is, however, attainable if the Meeting consents to accept as Chairman the candidate who, having received the highest number of "Ayes," might therefore claim to have received the largest measure of approbation.

No attempt to avert the choice of a Chairman by Motions for Adjournment, of Amendment, or the "Previous Question," should be permitted. Further

remarks on the election of Chairmen of Boards, and other Corporate Institutions, will be found in Chapter III., and also in Notes on Procedure, *p.* 99.

CHAPTER II.

Duties of Chairmen in General.

THE immediate duty charged upon a Chairman at the commencement of the business for which the Meeting is called, is to decide who among its Members is entitled to be the first to speak. The first to rise from his place for that purpose, is the Member so entitled. The Chairman, therefore, when placed in the Chair, observes those who sit around, and makes a distinct announcement of that Member's name, so as to indicate with certainty who it is that has received the Chairman's call to speak.

Rule 2. Chairman's call to speak.

Experience, however, proves that it is inexpedient to leave that right wholly to the Chairman's discretion. Several persons, perhaps, may arise simultaneously to address the Meeting; and a general impression may ensue that preference should be shown to one amongst them, who has not received the Chairman's call.

The House of Commons, though by long-established usage it systematically defers to the Speaker's decision in this matter, reserves to itself the power

of determining who it is that shall be heard. In accordance, therefore, with parliamentary usage, such a difference of opinion between a Meeting and their Chairman may be met by a Motion, "That Mr. Z. be now heard;" and, if duly seconded, that Motion must be submitted by the Chairman to the Vote. This proceeding is, however, inexpedient, as deference to the Chair is a principle which should, if possible, be invariably observed.

Rule 3. Motion that a Member be now heard.

The primary responsibility of a Chairman is the maintenance of Order, a responsibility which arises so soon as he takes the Chair. Purposeless talk is obviously a disorderly proceeding; he must, therefore, permit no discussion unless it bears upon a definite subject, submitted as a distinct Motion for deliberation by the Meeting; and, with no less firmness, he must insist that Debate be strictly directed to that Motion. Nor must he permit a Member to speak who rises when the Mover of a Motion or Amendment resumes his seat, unless such Member announces his intention to second the Motion or Amendment. A Chairman should also be empowered to insist that every speech is addressed to him as Chairman, and is spoken standing. Reference to persons by name should be avoided; a usage which may be observed in spirit, on occasions when it cannot be enforced by precise rule.

Rule 5. No Speech save to a Question.

The use of decorous and temperate language Chairman are, by their office, entitled to require; and every expression of opinion from the Chair is always to be heard without interruption, and should, as a rule, be accepted without dispute. A Chairman is bound to decline to put from the Chair a Motion or Amendment which is out of Order,—as being beyond the scope of the Meeting, or foreign to the purpose for which it is called together,—as raising afresh a Question which has been decided by the Meeting,—or as containing irregular or illegal proposals, or offensive or disloyal expressions. This is his duty, because he is to this extent responsible for a Question he may submit to the consideration of the Meeting (*see also p.* 31).

Rule 23. Authority of Chairman.

On the other hand, as regards the conduct of others, it rests solely in a Chairman's discretion whether or no he brings words or behaviour, presumably objectionable, under reprehension from the Meeting. Nor, if appealed to on a matter of Order, should Chairmen disregard the Rule that such appeal must be made without delay; this Rule being designed not only to prevent interruption to the transaction of business, but also for the protection of the Chair.

Rule 11. Matter of order arising.

A difficulty of frequent occurrence which besets a Chairman, is the enforcement of the Rule which prohibits more than one speech upon a

Motion under discussion. And if the occasion provokes much difference of opinion or frequent explanation, the strict observance of that Rule may become almost an impossibility. It is, accordingly, desirable to provide for this state of things by a systematic method of procedure; and a Motion, "That until the close of the Meeting, Rule 7, forbidding a second speech, be suspended," would answer this purpose; or a Resolution, "That the Meeting do now resolve itself into a Committee," might be adopted, to indicate that the right of Debate was, for the occasion, unrestricted.

Rules 7. No second speech.
8. Explanation allowed.
9. Right of reply.

Chairmen should be empowered to close a Debate when, under Rule 9, the right of Reply has been accorded to the mover of a substantive Motion. This usage accords with the invariable desire, if not with the invariable practice of the House of Commons, and is therefore embodied in that Rule. And no inconvenience will attend the enforcement of this Rule, if the Chairman prefaces his call for the Reply by an inquiry whether any Member desires to speak, as such an announcement from the Chair prevents Members from asserting that they have been unconsciously debarred from addressing the Meeting on the Motion (*see also p.* 76).

These remarks have hitherto been based on the assumption that those over whom a Chairman pre-

sides are disposed to pay due respect to him, and to themselves. He may, however, perceive, from the demeanour of some before him, that they are resolved to create rude or violent interruption, or to incite the Meeting to follow courses obviously out of Order.

Such conduct a Chairman is bound to endeavour to repress. If, however, his appeals and directions are not obeyed, the safest course for the preservation of Order is a declaration from the Chair that the Meeting is adjourned. A provision to that effect has, accordingly, been placed among the Rules of Procedure; and it may be hoped that, if the enforcement of this Rule becomes necessary, it may be met by the unhesitating submission of the Meeting (*see also p.* 43).

Rule 22. Adjournment by Chairman.

On this, as indeed on all occasions, a Chairman is entitled to claim the united and prompt support of those over whom he presides. But to be so entitled, he must strictly obey the governing principle of Chairmanship, namely, absolute impartiality. He must also bear in mind that the ordinary functions of a Chairman are essentially ministerial. A Chairman, therefore, if he rises to address a Meeting, does not speak as a Member of the Meeting: his words are kept to the explanation of his conduct, or to express his opinion as Chairman. Nor should he attempt to sway the deliberation or the

decision of those over whom he presides. If a Motion or Amendment be in Order, and has been duly proposed and seconded, the Question thereon must be at once proposed from the Chair. To this rule there is no exception. A Chairman has no option in this matter, even though the Motion or Amendment be directly hostile to the whole purpose for which the Meeting was convened, or might bring it to an abrupt termination by compelling him to leave the Chair.

Upon the appeal of those over whom he presides, the usage that a Chairman should never address a Meeting, save as Chairman, may occasionally, and with advantage, be set aside. Nor can he be deemed out of Order, if, according to usage, he proposes or seconds Motions of a formal character and certain, by their nature, to receive a general consent (*see also p.* 44). Among Local Boards, and Boards of Public Companies, it is undoubtedly customary to put their ablest man in the Chair, and to entrust him with the chief conduct of business, and the advocacy of measures that he may have prepared. Experience seems to prove that this practice works well. Still, this arrangement is wholly inapplicable to a large assembly called for public purposes, as the antagonistic responsibilities that attach to the leader of a Debate, and to the Chairman who controls the debaters, cannot, even under the most favourable circumstances, be united without risk. And as it is

of paramount importance to maintain with utmost strictness the absolute neutrality of the Chair, the limitation of the Chairman to a single Vote, given only when an equality of Votes occurs, has been embodied in Rule 21, although, as shown on p. 16, a contrary usage is sanctioned by Legislation.

A consideration of the duties cast upon a Chairman of Board and Company Meetings is contained in the next chapter; and remarks on the form of Minutes of Proceedings, the record of Protests, &c., will be found among the Notes on Procedure, p. 99.

CHAPTER III.

Duties of Chairmen of Board and Shareholders' Meetings.

INTRODUCTION.—The conditions that affect a Meeting designed to elicit public opinion upon an exceptional occasion, must differ from the exigencies of a Meeting entrusted with the management of local business, or the promotion of commercial enterprise.

A review, accordingly, has been added to this Handbook of the special duties which befall the Chairmen of Municipal Councils, Local Boards, and Public Companies, and of the obligations entailed on them by the Statutory or other Regulations under which they are bound to act.

A detailed explanation of the exceptional requirements thus created is beyond the limits of this publication. Our consideration of this subject is, therefore, limited to an inquiry into the general principles which regulate the conduct of Meetings held for Administrative or Commercial purposes; and to supply a comparison between the practice prescribed for such Meetings, and that customary method of discussion which forms what may be termed the Common Law of Debate. Such a comparison will be found neither unuseful or uninteresting. Instruction also, may be drawn by Chairmen in general from the provisions devised by Legislation regarding the conduct of deliberation.

ELECTION OF CHAIRMEN.—The position of Chairmen of Meetings of organized or Corporate Bodies is regulated by law or custom. The election of a Chairman for each Meeting is an obviously unsuitable arrangement. Chairmen, accordingly, are appointed for a year of office in the case of Municipal Councils and Local Boards, or for three years by School Boards, or, in the case of a Board of Directors for a period defined by the Articles of Association. A Chairman, in most cases, must be a Member of the Body over whom he is to preside. The Chairman of the School Board for London, of the Metropolitan Board of Works, and, under certain circumstances, the Chairman of a General

Meeting of a Company are, however, exempt from this limitation.

In the case of certain Corporate Bodies, such as a Municipal Council, or a Vestry Meeting, the holders of an official position, such as the Mayor, or the Incumbent of the Parish are designated by Statute or Custom for the post of Chairman; and, under the Rules of the Companies Act, 1862, the Chairman of the Board of Directors presides as Chairman at the General Meetings of his Company. In the case of Local and School Boards, the Chairman is elected by the Board.

The mode, however, of conducting an election to the Chair, has for the most part been left undecided. Among the few indications in this direction afforded by Legislation, it is provided, in the case of the Metropolitan Board of Works, that the Meeting, which elects the Chairman, shall commence its proceeding by choosing a Chairman of that Meeting, who shall conduct the election of the permanent Chairman; and a similar Rule governs the procedure of the first Meeting of a Local Board.

But these provisions do not touch the peculiarity that attends the election of a Chairman. When a Chairmanless body meets, no one Member, more than another, is entitled to put a Question for the decision of the Meeting. For this reason, in the House of Commons, the election of a Speaker is conducted by the Clerk of the House. Nor does a

provision prescribing the choice of a temporary Chairman, to put the Question for the choice of the permanent Chairman, offer any escape from this difficulty; for if the choice of the temporary Chairman be disputed, some one must put the Question and take the Vote of the Meeting regarding his election.

In all contested cases, therefore, the initiative in the choice of a Chairman must be entrusted to one who stands outside the electing Body, such as its principal permanent official, unless the presidency over the election of a successor be committed to the out-going occupant of the Chair. This method is provided by the Municipal Corporation Acts for the annual election of a Mayor, by the Commissioners Clauses Act, 1847, in the election of a Chairman under that Act, and it has been adopted, when the method is applicable, by Local Boards. The desirability of this arrangement is obvious.

The supposed advantage attending the appointment of a temporary Chairman to conduct the election of the permanent Chairman, over the presidency of a permanent official, is because the temporary Chairman can exercise, if need be, a Casting Vote. But this very circumstance may augment, instead of obviating, the chance of difficulty.

If it be known beforehand that the electing Body is equally divided, and that the Chairman's Casting Vote will be exercised, the contest for the permanent

Chairmanship will practically be decided by the election of the temporary Chairman. That election, if disputed, as already mentioned, must be conducted by an official of the contending Body; and so after all nothing may be gained by resort to the expedient of a temporary Chairman.

And as, though the practice be most objectionable, a candidate for the Chair may vote for himself, and as a temporary Chairman is not disqualified from being the permanent Chairman, the temporary Chairman might, by his own Vote, become the Chairman of the Board. An escape from the difficulty of "a tie" between two candidates for the Chair, other than the Casting Vote of the Chairman for the occasion, is provided by the Commissioners Clauses Act, 1847, § 38; which provides that "if there be an equality of Votes in the election of Chairman, it shall be decided by lot which of the" Candidates "having an equal number of Votes shall be the Chairman." And an adoption of the same method on an analogous occasion is also authorized by the Metropolis Local Management Act, 1855.

The election of a Chairman may, as is too well known, cause much perplexity, and much to regret. It is therefore imperative that it should be conducted according to a procedure simple, and yet strictly defined, that secures freedom of choice, and above all, the utmost impartiality. It is therefore expedient that, by express Regulation, the conduct of

the election should be entrusted either to the outgoing Chairman, or to a permanent official; and that, following the example of the House of Commons, where rivals for the Speakership practically "pair off,"—as, by usage, they record their Votes against themselves,—a candidate for the Chair should be compelled, by Rule or Custom, to remain neutral during the election.

ABSENCE OF APPOINTED CHAIRMAN.—The absence of the appointed Chairman cannot withhold a Meeting from the transaction of the business for which it has been convened. The Meeting, save in case of express provision to the contrary, as a matter of course, proceeds to the election of one of its Members as Chairman. Nor is any time-limit usually placed on the exercise of this power, when a Meeting, composed of a definite number of Members, is duly assembled. If the appointed Chairman be not present at the hour fixed for the Meeting, the election of his substitute may be effected at once, as is provided by the Statutory Rules for the conduct of Local and School Boards, and Boards of Directors; and unless otherwise determined by Rule or Custom, he retains the Chair during that sitting, although the appointed Chairman may subsequently join the Meeting. The moment to be taken for the election of an occasional Chairman may accordingly be left to the discretion of the Meeting.

It is undesirable, however, that a Meeting, where

attendance is large, and the occasion of special importance, should proceed forthwith to fill up the vacancy caused by the absence of an appointed Chairman; and the Rule suggested by the Companies Act, 1862, to meet such an emergency, might generally be followed. This Rule enacts that if there is no *ex-officio* Chairman of a Shareholders' Meeting, or "if he is not present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose some one of their number to be Chairman."

VOTE OF CHAIRMAN.—By common right the Chairman of a Meeting has no Casting Vote, if the number of Votes is equal; and no decision can, in such a case, be obtained upon the Question put from the Chair. The House of Lords, upon such an occasion, follows its own "ancient rule," and the "noncontent" Lords "have it," in case of an equality of Votes. In the House of Commons, if the numbers are equal, the Speaker, and in Committee the Chairman of Ways and Means, who otherwise never Vote, must give a Casting Voice.

A third mode of solving this difficulty is established by the Legislature. The Chairman of Municipal Councils, Local and School Boards, Vestries, and of Board or General Meetings of Companies is empowered to Vote as an ordinary Member, and then to give, as Chairman, a second or Casting Vote, in case of an equality of Votes.

As the enactments regarding a Chairman's Casting Vote invariably describe it as a "second" Vote, it would seem as if the Legislature expected that the Chairman would, as a matter of course, join in the general Vote of the Meeting. And undoubtedly when a Chairman Votes as a Member, he must give his Vote whilst the Vote of the other Members is being taken, and before any Declaration is made of the respective Number of the Votes. It is not, therefore, in his power to reserve his Votes; and if the Numbers prove uneven, i.e. seven Ayes, and six Noes, he cannot give to the Noes his Vote first as Member, and then his Casting Vote as Chairman.

The Quorum of a Meeting.—As regards the Quorum of a Meeting, the Law presumes, in the absence of special provision, that when a duly summoned assembly of persons indefinite in number, such as the Meeting of an ordinary parish Vestry or the Meeting of a Company, meets together, any number, present at the time and in the place appointed for the Meeting, forms the Quorum of that Meeting competent for the transaction of the business for which it was convened. In the case of a Vestry, even two Members thereof have acted in behalf of their Parish, though if the two disagreed, there must be an Adjournment of the Vestry. It has been held, however, that when but one shareholder responded to the call for

a general Meeting of the Company, his presence did not constitute a Meeting.

In the absence of established usage or special provision, no administrative Body of a definite number, bound by the acts of a majority of its Members, is able to transact business, unless a majority of such Body is present. It is therefore desirable to vest this power in a Quorum, i.e. a specified number of its Members. The action of Legislation or Usage towards the definition of a Quorum is as follows. Meetings of Municipal Councils, and Local Boards, cannot act unless one-third part of the whole Council, or Board, be present; subject to this qualification, that in no case shall a larger Quorum than Seven Members be required. Three is the Statutory Quorum of School Boards in general; whilst Nine is the Quorum of the School Board for London, a body of Fifty-Three Members. The Quorum assigned to Vestries under the Metropolis Local Management Act is Five, Seven, or Nine, of Vestries composed respectively of Eighteen, Twenty-Four, or Thirty-Six Vestrymen. According to the practice of the House of Commons Five is the established Quorum of a Select Committee, usually Fifteen in number; and Twenty is the Quorum of the Standing Committees, formed of not less than Sixty, and not more than Eighty members.

Although in our opinion a Quorum should not consist of less than Three Members, Two is com-

monly the number that the Directors of a Company appoint as their Quorum. If no regulation exists in this respect, the number of Directors who usually attend the Meetings of the Board is accepted as the definition of the appointed Quorum.

Regarding the Quorum of a Meeting of an uncertain number, which represents a proprietary Association, in default of any provision to that effect, the Rule suggested by the Companies Act, 1862, might be considered, which provides that, "If the Persons who have taken shares in the Company at the Time of the Meeting do not exceed Ten in Number, the Quorum shall be Five; if they exceed Ten, there shall be added to the above Quorum One for every Five additional Members up to Fifty, and One for every Ten additional Members after Fifty, with this Limitation, that no Quorum shall in any Case exceed Twenty."

By their Articles of Association, however, Companies generally define the number and the qualification of the Shareholders whose presence shall be held essential for the holding of Ordinary or Extraordinary General Meetings.

THE PRESENCE OF A QUORUM.—A time-limit should be fixed, either by Usage or Regulation, within which the Quorum of a Meeting must assemble. Examples may be given of provisions to this effect. Fifteen minutes is the interval of time given for the assembly of the Quorum of the School Board for

London, and Thirty Minutes for the Metropolitan Board of Works. To Meetings of a larger number, and called either for a special purpose, or as one of a series of Meetings, the following provision, extracted from the Companies Act, 1862, might, in the absence of other Regulations, be deemed applicable:—

"If within One Hour from the Time appointed for the Meeting, a Quorum is not present, the Meeting, if convened upon the Requisition of Members, shall be dissolved: In any other Case it shall stand adjourned to the same Day in the next Week, at the same Time and Place; and if at such adjourned Meeting a Quorum is not present, it shall be adjourned *sine die*."

In the case of an Adjourned Company Meeting, the dissolution thereof by the absence of an exact Quorum may be prevented by a declaration that the Members present shall be a Quorum to transact the business for which the Meeting was called, if this procedure be authorized by a Regulation to that effect.

As regards the existence of a requisite Quorum, if the practice of the House of Commons be considered, it will be found that parliamentary usage lays upon the Speaker the duty of ascertaining that Forty Members are present before he allows the House to proceed to business. When the sitting has commenced, that duty is entrusted to the House at large. This practice suits the requirements of that

assembly, as its Resolutions are binding, though agreed upon by a House composed of less than Forty Members.

But other Meetings, if subject to Rules prescribing that no business shall be transacted unless a Quorum be present, require for the validity of their transactions the fulfilment of that condition. For such Meetings a stricter method of procedure is necessary.

It is desirable, therefore, in such cases, that the duty of stopping the proceedings of a Meeting if a Quorum be absent, should be imposed either on the Chairman, or on a distinct and responsible authority, such as the Clerk of the Board, or the Secretary of an Institution. This is the Rule for the Select Committees of the House of Commons. The Clerk of the Committee is specially charged, whenever a Quorum is not present, to bring that fact under the attention of the Chairman, "who is thereupon to suspend the Proceedings of the Committee until a Quorum be present, or to adjourn the Committee to some future day."

This Regulation might be generally adopted, coupled with the limitation provided by the School Board for London, which sanctions an interval of Five Minutes as a period of grace for the possible reassembly of a Quorum, before its non-presence is officially declared. One hour's suspension, before it can adjourn, is inflicted on a Quorumless Private

Bill Committee of the House of Commons; and also in the case of a Board of Guardians.

Order of Business.—According to ordinary Usage the first step in the transaction of business is the reading aloud by the Chairman, or, upon his direction by the Secretary, of the Notice convening the Meeting. The Secretary then will read over the Minutes of the previous Meeting, for the purpose of their confirmation.

Then follows the dispatch of the appointed business according to the order set forth by the convening Notice, or by the Agenda Paper for that sitting, if previously communicated to the Members of the Meeting: and that prescribed order should not be varied, save with the unanimous consent of all present, and the full concurrence of the Chairman.

Confirmation of Minutes.—The object of this proceeding is, it must be remembered, solely to ensure the verbal accuracy of the Minutes. No dispute can accordingly be raised thereon regarding the policy the Minutes enforce, either by debate or by way of Amendment; far less can general discussion be allowed. The signature of the Chairman to the Minutes is only requisite when such Minutes are under Statute thereby rendered legal evidence: his signature not being essential to the due confirmation of the Minutes, if an entry to that effect be duly minuted. Accuracy in the record of past transactions being the object of this proceeding, it

seems desirable that a certain proportion of those who engage therein should have taken part in the transactions so recorded.

The tendency of Legislation, however, lies in a contrary direction. The Statutes regulating Municipal Councils, Local Boards, and Public Companies, uniformly authorize the Chairman of the ensuing Meeting to sign the Minutes of a previous Meeting, and make no provision that either he or any other Member then present should have been present at the previous Meeting.

Material assistance in this proceeding is afforded to Chairmen by the adoption of the following precaution, the recommendation of a most competent adviser, namely, that the original papers which formed the basis of the Minutes should be always at hand when the verification of Minutes is undertaken, as supplying the best check upon their accuracy. Another mode of attaining this result is a Rule that, at the close of each sitting, the Minutes thereof should be read over and confirmed, and that this proceeding should take place before the Meeting separated. This sound usage has received legislative sanction; as entries of proceedings of Meetings held under the Metropolis Local Management Act, must "be signed by the Members present, or any two of them."

The verification of Minutes, it is needless to suggest, would be avoided if, according to the

parliamentary system, the record of each sitting was issued under the authority of the presiding officer. If printed forms were prepared, to be filled up as occasion required, a prompt and methodical issue of the Minutes might be obtained. And verbal inaccuracies might be corrected under direction from the Chairman of the next Meeting, if his attention be called thereto, either at the commencement or the close of the sitting.

It may be noticed that a usage is in force among Company Board Meetings, which converts the confirmation of Minutes into an opportunity when a Director, after the Minutes have been signed, may move a Resolution impeaching the policy contained in those Minutes, or to rescind the Resolutions therein contained.

In our opinion this course is objectionable, save as a matter of urgency, as it exceeds the scope of the proceeding,—the ensuring the verbal accuracy of the Minutes,—and because it occasions the reconsideration of past transactions without previous Notice, and forms an unexpected interruption to regular business. On the other hand, it may be urged that, in most Companies, the Notice convening a Board Meeting does not specify the business to be transacted at that Meeting. The Board meets and transacts any business which may justly claim its attention; and it is therefore left open to a Director to move, as soon as the Minutes have

been approved, to reconsider matters transacted at the last Meeting, if no Rule exist to the contrary.

The confirmation of the Minutes of an Annual General Meeting of an Institution, which appoints the officers and working Committee for the ensuing year, has occasioned this difficulty. Those Minutes must remain unverified, unless the Committee be deemed competent to do so, until the next Annual Meeting. And doubts have been urged whether Minutes are operative prior to their confirmation. That they are, under the circumstances, so operative, there can be indeed but slight question; still it may be desirable that the matter should be set at rest by express Regulation.

MOTIONS MADE WITHOUT NOTICE.—Due Notice must be given of the terms of every Motion submitted to the House of Commons. The sole exceptions to this rule is a matter of Privilege,—a Motion relating to Business before the House, such as the postponement or discharge of an Order of the Day, or for the Adjournment of the House, or of a Debate,—or the Motion known as the Previous Question. And Privileged Motions are restricted to occasions when, upon the earliest possible opportunity, a matter is brought forward which directly concerns the well-being of the House or of one of its Members, and calls for present interposition. Amendments also may be moved without Notice, the sole exceptions occurring on the nomination of a

Committee, when notice must be given of the names of Members to be proposed in substitution for names upon the nomination list of the Committe, and of New Clauses to a Bill.

Notice of a Motion is not so strictly required by other deliberative Bodies. The decision of a Municipal Council at its Statutory Quarterly Meeting may be obtained on Motions made without Notice; and this right is possessed by Ordinary General Meetings of Shareholders, when the Regulations empower such Meetings to take into consideration, without Notice, any of the Company's affairs. In most cases, however, Company Regulations prescribe that, with the exception of certain prescribed matters, all business shall be deemed "special" which is brought before a General Meeting, and that Notice must be given in the case of Special Business. In pursuance of this Rule these Meetings cannot, as is the case with Board Meetings, entertain, without Notice, a Motion to rescind or modify the Minutes of a previous Meeting. By Statute, also, in some instances, Meetings are strictly limited to the object for which they are convened.

As a general rule, however, a Meeting, whose Members are of a defined number, is capable of waiving the Notice that, by Regulation or Usage, is required of a Motion, if all the Members of the Body are present, and give their consent. This is an established practice with Board Meetings; and

under analogous circumstances, the action of a Municipal Council, which, though called for a special purpose, transacted other business without previous Notice, was upheld by a judicial decision. And all deliberative Bodies reserve to themselves, by Regulation or Custom, the power of deciding at once upon a matter of urgent importance.

To make provision for an infraction of established routine by the occurrence of the unforeseen, cannot be an easy task. On the one hand, it is essential that business should be transacted upon a definite system. On the other hand, the more important that are the functions discharged by a Meeting, the more certainly will sudden occasion arise demanding immediate interposition.

The power of dealing with matters of emergency must therefore be left free, and yet be placed under some limitation, such as the obtaining preliminary sanction from the Chairman, or the general, if not the unanimous, consent of the Meeting. Nor should a usage be tolerated, in vogue among some Municipal Councils, by which a Motion "that the Standing Orders be suspended," is held to justify the bringing forward matters wholly foreign to the express and special objects for which the Meeting was summoned. Such a course should not be allowed, save by the unanimous consent of all present, given determinately, and recorded upon the Minutes. Nor can any form of sanction permit the revocation

or alteration of a Resolution by the Meeting which agreed to it, even though all consent to such a proposal. That for such a purpose, the Resolution must be taken into consideration upon a future day, on Notice given, is a parliamentary Rule inflexibly maintained. Nor does such a Rule need any authoritative support, being based on common sense and common justice (*see also p.* 29). And, also following the example of the House of Commons, it is not desirable that a Motion entailing the expenditure of money should be "presently entered upon," but only upon a future occasion, of which distinct Notice should be given.

RULES REGARDING MOTIONS MADE WITHOUT NOTICE.—The following Rules are taken from the By-Laws of influential public Institutions :—

"For appointing a Chairman ;

For the consideration of any business or communication specially brought forward by the Chairman ;

For the adjournment of any Meeting ;

For receiving, entering on the Minutes, adopting and carrying out, or referring back, any Report ;

For reading or answering any correspondence, or other document ;

For hearing any applicant or evidence ;

For the precedence of any particular business ;

For appointing any business for the consideration of any future Meeting ;

For appointing Committees, and nominating
the Members thereof;
And any matter that is urgent."

RULES REGARDING NOTICES OF MOTIONS.—The following Rules, adopted by the School Board for London, may be deemed worth consideration. Thursday, it must be remembered, is the appointed day for an ordinary Board Meeting.

"Every Notice of Motion shall be given in writing, be signed by the Member giving it, and be communicated to the Clerk of the Board not later than the Monday preceding the ordinary Board Meeting at which it is to be moved, or be received by him by the first post on Tuesday.

"A book shall be kept by the Clerk, in which all Notices of Motion shall be entered. All such Notices shall be dated and numbered as received, and entered in the Notice Book.

"A Motion, Notice of which is duly inserted in the Paper of Business, if it be not moved at the Board, either by the Member who has given Notice or by some other Member in his behalf, when it comes on in due course, shall, unless postponed by leave of the Board, be considered as dropped, and shall not be moved without fresh notice.

"A Motion once made and seconded shall not be withdrawn without the consent of the Board."

THE REVOCATION OF RESOLUTIONS.—This subject requires some consideration. The following mode of dealing with a past Resolution is prescribed for

Boards regulated by the Metropolis Local Management Act. No Resolution can be revoked or altered, save at a Meeting specially convened for the purpose; and the revocation or alteration must be determined by a Majority consisting of Two-Thirds of the Members of the Board, if the number present at the Meeting be not greater by One-Fifth than the number present when the Resolution was made; but if the number then present be greater by One-Fifth than the number present at the former Meeting, the revocation or alteration may be determined upon by a mere Majority.

This provision is cited as a reminder, that security should be obtained to ensure, on these occasions, such an attendance as shall fairly represent the opinion of the Board. Publicity should also be afforded to a Motion to rescind or vary a Resolution, by providing that Notice thereof is given at the Meeting previous to that on which such Motion will be brought forward. The following Regulation on this subject is in use by the School Board for London:

"No Notice of Motion to rescind any Resolution which has been passed within the last six months shall be in Order, unless, in addition to the name of the Member who proposes to rescind, the names of nine other Members are attached to the Notice of Motion."

The Board, however, excepts from this Regulation

Motions made in pursuance of a Committee Report recommending the revocation of a Board Resolution, because in such cases ample Notice has been given of the proceeding (*see also p.* 24).

Irregular Motions, or Amendments.—Points of Order arise, often by no means capable of easy solution, regarding the relevancy of Amendments, or whether a Motion be within the scope of the Meeting. The House of Commons, acting through the Speaker, has never treated such points of Order in a narrow spirit, or limited unduly the area of discussion; and Chairmen, in principle, would desire to follow that example. Chairmen, however, are, as a rule, somewhat denied the latitude possessed by the Speaker in his decision upon these questions.

Especially is this the case with Chairmen of Local Boards, or Public Companies. The action of these bodies are strictly limited by Statute, or by their Articles of Association; a limitation that must constantly be kept in mind. Their Resolutions, also, may immediately touch the property of their Association, or impose legal responsibility on others, unchecked by the various precautions which control the course of Parliament.

An indication of the general principle which governs Motions and Amendments brought before Board or proprietary Meetings is all that we can attempt. The primary and chief guide to Chairmen in this matter is the Notice which calls the Meeting

together, especially in the case of Meetings summoned for a special purpose. Shareholders' Meetings are strictly bound by the terms of that Notice; and even in the case of a Meeting held solely for the purposes of discussion, the Chairman is bound to refuse a Motion foreign to the purpose for which it has been convened; nor should he accept a Motion which contravenes the general Rules of good order (*see p.* 6). And Chairmen of Shareholders' Meetings may be reminded that they must keep constantly in view not only the Notice under which they have met, but also the Regulations of their Company that define the course to be adopted regarding matters which are classed as "special Business."

Nor are the powers conferred by the Regulation, which provides that a Shareholders' Meeting may decide, without Notice, upon any of the Company's affairs, exempt from limitation. No Regulation can authorize an Ordinary General Meeting to entertain a proposal to add a new Article to the Company's Articles of Association, save upon the conditions attached to a "special Resolution." Nor can, under any circumstances, a Company agree to a Resolution which exceeds the terms of its Memorandum of Association.

These considerations apply to Amendments, as well as Motions. For instance, it was held at a special Shareholders' Meeting, convened to sanction

the augmentation of the Company's Capital by the creation of New Shares, that an addition to that proposal specifying the amount of premium to be paid for those shares, was out of Order. Even if that Notice had called the Shareholders together to consider "the increase of capital to such extent and in such manner as the Meeting shall determine, it would not be competent to move as an Amendment, 'That instead of increasing the Capital, the Directors be authorized to borrow 5000*l.*, for the purposes of the Company;' the Chairman should decline to put such a Motion." (Palmer's "Shareholders' Legal Companion," p. 49.) This point of Order, it may be noticed, is based on a technical use of the word "Capital." In ordinary acceptation, Capital means the monetary resources of an undertaking; and it might be argued that money raised by loan was, if so employed, Capital, as well as money raised by shares. But Shareholders' proceedings must be kept strictly within the terms of the Companies Act; and, undoubtedly, when a Meeting is convened to consider a specific proposal, such as the election of Mr. B. to fill the official post vacated by Mr. A., no Amendment can be moved to that Motion; it must be affirmed or negatived.

Relevancy of Amendments.—An Amendment must be invariably relevant to the Motion on which it is moved; a Rule that specially applies to Amendments offered to a Motion that affects the transaction

of business. For instance, an Amendment to a Motion that a Report be read a second time, must distinctly traverse the main issue of the Report, by suggesting a mode of action which, for alleged reasons, may be deemed preferable; or the Amendment may propose the reference of the Report either to the Committee whence it emanated, or to another Committee, with such instructions as may be deemed advisable. Again, when a Meeting is engaged in the election of Directors, it is an irregularity to propose an abstract Resolution regarding the duties of the Direction as an Amendment to the name of a Director whose election is disputed. The substitution of another name, in the stead of such Director, is the only orderly Amendment in this case; though, if the Notice of election be in general terms, Notice of names to be offered by way of Amendment is not essential (*see also p.* 25).

Withdrawal of Motions.—It appears to be customary at Shareholders' Meetings to empower the Mover and Seconder of Motions, or Amendments, to withdraw their propositions during the progress of the Debate, without requiring the permission of the Meeting. This usage is, we presume, adapted to the circumstances that attend such Meetings, but it is not fitted for general application. The established principle that a Question, when proposed from the Chair, is in the custody of those to whom it has been submitted (*see p.* 83), is founded on

common sense. It maintains a just feeling of the responsibility that attaches to the proposal of a Motion; and preserves the proposition under discussion from being abruptly withdrawn from the judgment of the Meeting.

ADJOURNMENT OF MEETINGS.—The power of Adjournment is vested in the Chairman of a Vestry for the purpose of a Vote by Poll on a subsequent day; and Chairmen presiding over a Meeting called for public discussion, can, on the occurrence of violent disorder, dissolve the Meeting by announcing its Adjournment (*see p.* 8). And this right, it may be presumed, is possessed by all Chairmen, especially if the Adjournment be made to facilitate the object of the Meeting. But those who do so may incur a risk: as Chairmen taking on themselves the Adjournment of a Meeting engaged in the transaction of business, have been held responsible for the result of their interference with the proceedings in progress when the Adjournment occurred. The Regulation that governs an Adjournment for a Vote by Poll is mentioned on p. 36.

As a rule, Notice is not required of an adjourned Meeting, as that Meeting is held to be the continuation of the original Meeting, and is not competent to transact any business, save that which the original Meeting left unfinished. At an adjourned Meeting of a Municipal Council, new business, that is to say, business not entered upon at the General

Quarterly Meeting, can be entertained, if due Notice of the intention to take up such business be given; and this practice might deserve a general adoption.

VOTE BY A POLL.—A Show of hands is but a crude and imperfect method of ascertaining the opinion of a numerous body of Voters. A Poll, whereby each Voter separately, by his personal act, either orally, or in writing, gives in his Vote to an appointed officer, is the regular and Common Law mode of taking the Vote of a Board or Corporate Body. A Poll, therefore, unless forbidden by the clear words of a Statute, may be demanded on any Question put to such a Meeting, as of right, though the demander be satisfied regarding the correctness of the Declaration by the Chairman on the Vote by Show of hands: and the moment after that Declaration is made, and before the Meeting proceeds to other business, is the proper time for urging the demand. A Shareholders' Meeting, owing to a construction put upon the Companies Act, must, unless otherwise empowered, adjourn for the purpose of taking a Poll. And this practice applies to a Vote by Poll on all occasions, in absence of Rule or usage to the contrary. A Show of hands, followed, if demanded, by a Poll, are the authorized modes of taking the Vote; and an attempt to test the opinion of a Shareholders' Meeting by directing the "Ayes" to pass beyond, and the "Noes" to remain within a barrier in the Assembly

room, is a decided irregularity. As the Common Law does not recognize Vote by proxy, proxy Votes are not admissible unless expressly authorized by Law or Regulation. Nor can the Vote by Ballot be adopted by a Meeting subject to a provision that the names of Members voting shall be recorded upon the Minutes.

Abstention of Members from Voting.—By rules and by locked doors the House of Commons endeavours to compel the Members present when a Question is put from the Chair, to vote upon that Question. But despite both moral and mechanical restraint, Members occasionally do successfully evade the discharge of that obligation. And being devoid of the power of turning the key upon their colleagues, it is no wonder that other deliberative assemblies shrink from the endeavour, and leave their Members free to abstain from voting, even though present when a Question is put from the Chair. Members so acting cannot, however, if Members of a Board or Meeting discharging Statutory or public obligations, escape all responsibility.

In the case of a Meeting charged with a legal duty to pass a Resolution or to perform an act, the Members who abstain from voting are held, by their presence during the Vote, to be acquiescent in the decision of the majority, and to impart validity to the proceeding, if their Votes, had they been given, were essential thereto. But on the

other hand, when a Meeting requires, to pass a valid Resolution, the Votes of a majority of those present, or is subjected, regarding its mode of voting, to any special Resolution, the presence of Members, when a Question is put from the Chair, but who do not vote, may render inoperative the proceeding that is transacted in their presence. And to prevent such misadventure, a Rule is in common use which provides that every Question shall be decided by a majority of the Votes of the Members present, "and voting on that Question."

As a general rule, however, no liability arises from the neutrality of Members of Meetings called for the purpose of discussion, or of Shareholders' Meetings, as the Vote of a Shareholder is not a trust, but a proprietary right subordinate to an owner's freedom of will. Still no exemption can relieve from discredit those who, having heard a Question argued out, either cannot, or will not form an opinion thereon.

Obstruction.—It may be accepted as a principle of Debate, that a Meeting may claim, as of right, to obtain a final decision upon every Question brought before it, if,—according to the general and justly formed opinion of the Meeting,—that Question has been adequately discussed; no unfair attempt, of course, having been made to bring that discussion to a premature conclusion. Nor is it imperative on a Meeting, under such circumstances, to suffer

further continuance of the Debate, or on a Chairman to obtain a hearing for those who may rise for the purpose of speaking. This course is sanctioned by immemorial parliamentary usage; to use Mr. John Bright's words, "if there be any Members of this House" who insist on protracting discussion, when the mass of their associates demand the close of the Debate, and "are not to be put down by a sense of shame, or by the feeling of dissatisfaction among their fellow-Members," the House of Commons has, "as a remedy," the power to protest loudly and effectively against such conduct. Still, these outbursts of clamorous impatience are justifiable only as a last resort: they place the Chairman in the false position of seeming to tolerate disorder; and patience on such occasions often saves both time and irritation.

And speech, not for argument but for delay, is a recognized offence. Accordingly, if no person be then addressing the Chair, in obedience to the evident sense of the Meeting at large, a Motion may be made, "That the Question be now put." The Chairman thereupon forthwith, i.e. without permitting Adjournment, Amendment, or Debate, puts that Question, and then the Question at issue, if the first Motion be resolved in the Affirmative. This power of moving that the Question be put, is also vested in the Chairman of a Shareholders' Meeting (Palmer's "Shareholders' Legal Companion," p. 49);

and that intervention to arrest Debate may be made before the Member who, it may be presumed, is deliberately obstructing business, has concluded his speech. But with the exception of Shareholders' Meetings, if parliamentary procedure be followed, a Motion to terminate a Debate should not be made whilst a Member is continuing his speech.

Even on the memorable occasion of the 2nd of February, 1881, when, after the House of Commons had held a continuous sitting of more than forty hours, and the Speaker, at nine o'clock in the morning, vindicated the authority of Parliament, the Speaker did not interrupt the Debate for that purpose. The announcement that the Speaker would decline to call upon any more Members to speak, and that he should at once proceed to put the Question at issue from the Chair was made when the Member, who until that moment was engaged in the Debate, had resumed his seat.

Untoward consequences, however, might be caused by a deference to liberty of speech similar to that which the Speaker then exhibited; and the following Rules are therefore offered, if need be, for adoption:—

Rules Regarding Obstruction.—"When, after two warnings from the Chair, any Member persists either in obstructing business, or in otherwise disregarding the authority of the Chair, the Chairman shall not allow him to proceed, but shall call upon another Member to address the Board, or, if no

Member rises, shall (subject to the right of the Mover to reply) put the Question to the Vote without further Debate." (Rule No. 26, School Board for London.)

Some security against undue delay or factious opposition may also be obtained by limiting the duration of speeches, except by the Mover of a substantive Motion, to ten or fifteen minutes, and by placing the following restrictions, in use by the London School Board, on the power of moving dilatory Motions for Adjournment, or of insisting upon a Division:—

"When a Motion for the Adjournment of the Board is made, it shall be seconded without a speech, and put by the Chairman without debate; and no second Motion for the Adjournment of the Board shall be made within a period of one hour, unless it is moved by the Chairman or the Vice-Chairman of the Board.

"No Member moving the Adjournment of a Debate shall be allowed to speak for more than five minutes. After the Motion has been seconded without a speech, and one Member has been heard for not more than five minutes in opposition to the Motion, the Question shall be at once put without further debate.

"No second Motion for the Adjournment of the same Debate shall be allowed within one hour of the previous Motion for Adjournment, unless, in the

opinion of the Chairman, the circumstances of the Question shall be materially altered.

"No Member shall be allowed to move, or second, more than one Motion for Adjournment of the same Debate.

"No Member shall be at liberty to move an Amendment on a Motion for the Adjournment of the Board, or for the Adjournment of a Debate, unless it relate to the Question of time. No Motion for the Adjournment of a Debate, nor Amendment thereon, shall be admissible which proposes an Adjournment over more than one ordinary Meeting of the Board. A Member speaking to a Motion for the Adjournment of the Board, or for the Adjournment of a Debate, or to an Amendment on either of these Motions, shall confine himself to the Question of Adjournment.

"No Division shall take place unless called for by two Members of the Board. Where one Member only calls for a Division, the dissent of that Member shall be recorded on the Minutes.

"A Motion 'That the Board proceed to the next business' can be moved at any time during a Debate, whether there be an Amendment under discussion or no.

"The Member moving the same shall be allowed to speak for not more than five minutes. After the Motion has been seconded without a speech, and one Member (the Mover of the Resolution having

the preference) has been heard in opposition for not more than five minutes, the Question shall be put at once, without further Debate.

"No second Motion to the same effect on the same Main Question shall be allowed within one hour of the previous Motion, unless, in the opinion of the Chairman, the circumstances of the Question shall be materially altered."

PROTECTION OF CHAIRMEN.—The Chairman of a Meeting, if authorized by Usage or Regulation, is the proper person to decide Questions of Adjournment (*see also pp.* 8, 35). He is also to regulate proceedings and preserve Order, doing the acts necessary for these purposes on his own responsibility. A Chairman is specially charged with the duty of considering the legal effect of the Notice that convenes the Meeting upon the transaction of business, and the propriety of Motions and Amendments. This aspect of his duty, especially as regards a Chairman of Company Meetings, is not directly within the scope of this publication. On such points Chairmen must invoke the aid of the living, or the printed legal authority. Some of the leading text-books on this branch of the law are mentioned at the close of the chapter.

But if responsibility be thus inevitably imposed on Chairmen, their protection in the straightforward discharge of their duty has invariably been the aim of the Legislature and of the Judicial Bench.

Accordingly, the decision of the Majority of a duly constituted Meeting will be upheld, although attended by technical informality, provided that such irregularity has arisen through mistake or inadvertence, is unmarked by fraud, and causes no individual wrong. The protection thus afforded may be illustrated by examples of Statutory provisions designed for that purpose. The Meetings of Boards, and other Meetings held in conformity with Acts of Parliament, are deemed to have been duly convened and held, and all proceedings thereat to have been duly transacted, until the contrary is proved, and if the Minutes of such Meetings are in conformity with Statutory provision. Nor are the proceedings of Meetings invalidated by any vacancy or vacancies among their Members, or by any defect in their election, selection, or qualification.

And by Statute it has been provided that the Chairman of Shareholders' Meetings are protected regarding the mode by which he obtained the decision of the Meeting, and that unless a Poll is demanded, his declaration that a Resolution has been carried, shall be deemed conclusive evidence of the fact, "without proof of the number or proportion of the Votes recorded in favour of, or against, such Resolution." The principle thus established may be extended to that very customary usage under which a Chairman, being assured that the Meeting comprehends the proceeding and consents thereto,

declares that a Motion springing from the ordinary course of business is agreed to, without formally putting the Question thereon to the Vote. Nor if a Chairman, in due course, submits a Motion to a Meeting, can his omission to call upon a Mover or Seconder to propose and support such Motion, be subsequently questioned. In the House of Commons the Speaker habitually acts on the Mover's proposal of a Motion or of an Amendment, if the proposal be not out of course, without calling for a Seconder. The Speaker also puts, of his own accord, Questions to the House that are consequent upon the procedure then in hand: in like manner the Chairman of a Meeting called in accordance with Schedule 3 of the Public Health Act, 1875, is even required to "propose to the Meeting the Resolution" for its consideration) without requiring the co-operation of a Mover or Seconder.

Still, an informal transaction of a formal proceeding is undesirable; and it is even more needless to observe, that no attempt should be made to take an undesigned advantage of any permitted laxity of procedure. For instance, although a Chairman be not bound to announce the number of Votes given for or against a Motion, still he must not, to force the demand of a Poll upon the supporters of a Motion, declare a Motion to be rejected, when the Show of hands was obviously in its favour.

The following are the titles of some of the text-

books that touch the Law of Board and other Meetings.

Of these the most popular, on account of its marked utility, and convenient size and price, is Mr. Francis B. Palmer's "Shareholders' and Directors' Legal Companion, a Manual of Every-day Law and Practice for Promoters, Shareholders, &c., of Companies," 4th Edition. (Stevens and Sons.)

H. B. Buckley on the Companies Acts, 4th Edition. (Stevens and Haynes.)

Thring's "Law and Practice of Joint Stock and other Companies," 4th Edition. (Stevens and Sons.)

Rawlinson's "Municipal Corporation Act," 7th Edition. (Maxwell and Son.)

Steer's "Parish Law," 4th Edition, by Walter Henry Macnamara, Esq. (Stevens and Sons.)

Glen's "Public Health Act, 1875," 8th Edition. (Knight and Co.)

CHAPTER IV.

A Motion proposed for Debate.

As no Meeting should be, even for an instant, without a definite subject for deliberation, the Member first called upon to speak should commence by a statement that he has prepared a Motion as a Question for de-

Rule 4. Motion to be in writing, and seconded.

termination by the Meeting. Then, having in his speech explained his object in submitting the Motion to their consideration, the Member reads the Motion aloud; and he hands the paper upon which the same is written to the Chairman.

Then the Chairman, in due course, immediately asks, "Who seconds the Motion?" that it may be formally submitted to the Meeting; and he pauses to ascertain if any person acknowledges by speech or sign that he seconds the Motion. If the Motion finds no Seconder it is immediately dropped; and, until another Motion is brought forward, Debate must be discontinued, as no Question is before the Meeting. When a Motion has been seconded, the Chairman at once proposes it as the Question for deliberation.

Supposing, accordingly, that a Motion to the following effect has been duly seconded, the Chairman rises and says,—

Chairman.—"The Question I have to propose is, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital.'"

This is the stage for the discussion of the Motion; and when Amendments thereto are moved (*see p.* 55; *and also note, p.* 102, *on the Movers of Motions, &c*).

ORDER IN DEBATE.—The most convenient method of conducting a Debate is to call upon the advocates

and the opponents of the Question before the Meeting to speak alternately.

The Seconder of a Motion, or an Amendment, is entitled to reserve his speech till a later period of the Debate, if his act as Seconder be restricted to a gesture indicative of his intention, such as the raising of his hat according to usage in the House of Commons. Though contrary to parliamentary practice, it might be of advantage if this privilege were extended to those who, to make their purpose intelligible to the Chair, utter the formal phrase, "I beg to second the Motion."

The proposal of an Amendment materially affects the character of a Debate. The merits or demerits of the Amendment, the effect that it may produce upon the original Motion, the further Amendments that it may necessitate, the import of the words proposed to be omitted, or of the Motion itself are all before the Meeting. A wide field for discussion is undoubtedly thus opened, but not unlimited, if the Chairman keeps debaters to the main points at issue raised by the Amendment and the Motion.

Although two Amendments cannot be simultaneously placed before a Meeting, it is competent to Members, after an Amendment has been proposed from the Chair, to explain the terms of another Amendment which they may desire to offer, either contingent on the Amendment under debate, or which might arise after that Amendment has been

disposed of. This explanation obviates confusion, and puts the Meeting into possession of the various proposals it may be called upon to entertain.

As regards those who are entitled to speak during the progress of a Debate, or to move Amendments, Members who moved or seconded a Motion, or who spoke thereon, cannot afterwards rise to speak again or to move an Amendment thereto; and with them must be classed the Movers and Seconders of an Adjournment of the Debate, and of the "Previous Question." This disability also extends to those who have moved or seconded an Amendment; they spoke, in so doing, whilst the Motion was the Question from the Chair; they cannot, therefore, speak again thereto when their Amendment has been disposed of. It will be remembered, however, that during the Debate upon a Motion, a new Question is created by the proposal from the Chair of an Amendment or of Motions for Adjournment, or the "Previous Question" (*see p.* 79), and that upon such new Question those who have spoken to the Motion can speak again.

Occasionally a Motion takes the form of several distinct paragraphs, embodying different branches of the same subject. A Motion thus drawn cannot be put to the Vote in the shape it has assumed. Each paragraph must be proposed from the Chair as a separate Question, and becomes, if agreed to, a separate Resolution. This, of necessity, must be

the method of deciding upon such a Motion, but it places not the Mover only, but those who may debate the Motion, at this decided disadvantage: the discussion and the Division which practically determine the whole matter are inevitably taken on the first paragraph, although much disputable matter is contained in the remaining portions of the Motion. Even Mr. Canning felt that his brilliant eloquence was, to a degree, stifled by the unavoidable conditions that attend Debate on a Motion composed of several paragraphs. It was, he said, "technical nonsense" to assert "that each Resolution was a separate Question, and that upon each separate Question he might speak. The effective Debate must take place upon the first Resolution, and the Question upon that Resolution once put to the Vote, he should be heard upon those that follow, to very little purpose indeed."

CHAPTER V.

Mode of putting Questions to the Vote.

When the Debate upon a Motion is closed, the Chairman rises and puts the Question upon the Motion.

Chairman.—"The Question is, 'That tenders be invited for the erection of a new Infirmary in the

Market Place of Stafford, to be placed under the medical staff of the County Hospital.'"

THE VOTE GIVEN BY VOICES.—The Chairman proceeds to take the Vote of the Meeting by the Voice. To do so, he first desires—"*As many as are of that opinion say 'Ay.'*" He then makes a distinct pause, whilst he hearkens to the voices given in the Affirmative. When he has received an answer, and those in favour of the Motion have distinctly said "Ay," he completes the process by desiring—"*As many as are of the contrary opinion say 'No.'*"

The Chairman pauses again to receive the voices given in the Negative.

Supposing that not a single voice is heard to answer "No," or if the Chairman judges from the sound of the voices exclaiming "No," that the "Noes" are fewer in number than the "Ayes," he expresses his opinion upon the Vote of the Meeting, by announcing deliberately, but not decisively, that—"*I think the 'Ayes' have it.*" This he does in order that any one present may demand the Vote by Show of hands.

Rule 12. No speech after Question fully put.

The Chairman, therefore, again makes a marked pause, that he may ascertain how that statement is received, before he declares his final decision.

If the Chairman's statement that, as he thought, "the 'Ayes' have it," is received in silence; if no voice challenges his assertion by retorting back

immediately and distinctly, "The 'Noes' have it;" —the Chairman clenches the matter and declares emphatically, "*So the 'Ayes' have it.*"

The Question having been by that final declaration resolved in the Affirmative, it has become the Resolution of the Meeting; and the Chairman concludes by reading aloud the Motion in his hand, prefixing the word "*Resolved,*"—as for instance, "Resolved, That tenders be invited for the erection of a new Infirmary," &c.

The action of the Chairman, on the occasion of the rejection of the Motion, precisely follows the course we have just described. Thus, if in answer to the Chairman's call that, "As many as are of that opinion say 'Ay,'" not one voice is heard to exclaim "Ay," or if the "Ayes," from the sound of their voices, appear fewer in number than the "Noes," the Chairman declares his opinion upon the negative Vote thus given by the Meeting, and announces distinctly, though but tentatively, "*I think the 'Noes' have it.*"

As that statement is not final, but open to solution by the Show of hands, the Chairman pauses to indicate that he awaits the challenge. Then, if no challenge comes, if no one contradicts the Chairman by affirming aloud, "The 'Ayes' have it," he decisively declares his final decision, "*So the 'Noes' have it;*" and he thus announces to the Meeting that the Question has passed in the Negative.

THE VOTE GIVEN BY A SHOW OF HANDS.—A Vote by Show of hands is obtained by challenging the Chairman's opinion regarding the voices of the Meeting. If the statement that he thought that either "the 'Ayes' or the 'Noes' have it," is met by a distinct and positive challenge even from a single voice, he will direct that the Vote be taken by a Show of hands. He appoints a teller for the "Ayes," and a teller for the "Noes," naming each teller from among the party with whom he had, by his voice, declared himself; and the two tellers will then rise and meet, so as to be ready to act together. Then the Chairman directs each Member who during the Vote by voices had exclaimed "Ay," or who is in favour of the Motion, to rise and hold up a hand. The tellers count the number of hands held up, and put the number down in writing; this done, they inform the Chairman that they have recorded the number of the "Ayes." He then directs each person who has called out "No," or who desires to oppose the Motion, to rise and hold up a hand. The "Noes" are then numbered and recorded by the tellers, who place their Report before the Chair. Then the Chairman, holding in his hand the tellers' Report, rises and announces the number of Votes which have been recorded for and against the Motion, and he gives effect to the consequent decision of the Meeting.

Rule 20. Error in Vote by show of hands.

Rule 17. Motions decided not to be renewed.

Though the occasion, if it arise, must be exceptional, still those who have spoken in favour of a Motion, even as Mover or Seconder, are in Order if, owing to some complication, they vote against that Motion. But the Vote of a Member in the Show of hands must agree with the Vote he had given with the Voice. A Chairman, for instance, should add to the number of the "Ayes," the Vote of a Member who, having exclaimed "Ay," held up his hand with the "Noes," if this matter of Order be raised before the declaration of the numbers from the Chair; but this objection to a Vote cannot be taken subsequently. According to usage in the House of Commons, no correction can be made of a Vote given in error, even though that Vote may conflict with the voter's expressed intention. In the House of Lords, if a Peer commits such a mistake, the House permits a rectification of the error. And perhaps the more generous practice of the Upper House is to be preferred.

If an irreconcilable difference of opinion should arise, whilst the Division is in progress, between the two tellers regarding their estimate of the number of the Votes then given, the Chairman must direct the Meeting to proceed immediately to divide again.

Remarks on the Vote by a Poll will be found on p. 36.

CHAPTER VI.

Amendments to Motions.

THE OBJECT AND METHOD OF MOVING AMENDMENTS.—A Motion is open to amendment until the Question thereon is put from the Chair. Directly that an Amendment has been moved and seconded, the Chairman proposes the form of Question which the Amendment occasions (*see p.* 59).

Rule 10. Question fully put.

Rule 4. Amendment to be in writing, and seconded.

Amendments to a Motion must be relevant thereto (*see p.* 33). There are two forms of Amendments; the one is offered, not in opposition to a Motion, but to produce such a modification thereof as may render it acceptable to those who are willing to support the Motion so amended. The other form of Amendment traverses more or less directly the principle expressed by a Motion, or the course of action that it recommends. For this purpose an alternative proposition running counter, either wholly or partially, to the original Motion, is proposed. The usual shape given to such an Amendment is a sentence declaring the motives which actuate the opposers of the Motion, offered as a substitute thereto, and framed so that it would make a coherent sentence, when placed in combination with the first word or words of the Motion.

When the object of an Amendment is to convey an absolute contradiction of a Motion, that Amend-

ment must be expressed in terms that either justify or explain the Mover's intention, as it would be out of Order to propose an Amendment confined solely to the bare negation of a Motion. Far less could an Amendment be offered that proposed to interpolate the word "not" into a Motion, as, for instance, "That tenders be" *not* "invited," &c. The way to give the direct negative to a Motion, is by a Vote against the Motion when put as a Question from the Chair.

The effect produced upon the Debate by the proposal of an Amendment has been previously pointed out (*see p.* 48); and the principle which regulates the proposal of Amendments is expressed in Rules 13—16, "Order of Amendments," &c.

When it is intended to propose several Amendments to a Motion, the Chairman should be informed of the nature of the Amendments, and the exact point in the Motion where each Amendment would occur, in order that the proposers of those Amendments may move them, when the occasion for each Amendment shall arise. If, before the Chairman proposes an Amendment, he is informed that Notice has been given of an Amendment affecting an earlier part of the Motion, such an Amendment will take precedence. But otherwise, if a Member neglects at the due time to move the Amendment he has in charge, he loses the right to do so, as the Member who is addressing the Chair upon a Motion has the right to move

any Amendment thereto, that is in Order. In such a case, however, the Member who has lost his opportunity may appeal to the Meeting to permit the proposal of his Amendment, and if his appeal is favourably received by the Mover of the Amendment under discussion, that Amendment may, by the consent of the Meeting, be withdrawn.

The re-proposal, however, of the withdrawn Amendment involves the following technical irregularity. The Mover, when he proposed the Amendment, spoke to the Question upon the Motion, and he must speak again thereto when he renews his proposal. The Rule which forbids more than one speech upon a Question is thus infringed. But, as it was to meet the convenience of the Meeting that the Mover consented to withdraw his Amendment, he should be permitted to move it again; though a repetition of the arguments he had previously adduced must not be allowed.

CHAPTER VII.

Mode of putting the Question upon Amendments.

AMENDMENTS are divisible into three classes:—

1. An Amendment by leaving out words.
2. An Amendment by inserting words.
3. An Amendment by leaving out words, in order to insert other words.

The parliamentary method of treating Amendments, that is fully explained in our preface, may be here again referred to, because that method is expressly devised to meet the occasion when under the 3rd class of Amendments, two proposals are offered to the House of Commons, namely, the rejection of words from a Motion and the acceptance of words in their place. These alternative proposals are thus dealt with. Two Questions are put from the Chair; the first is a preliminary Question, which settles whether the Amendment or the Motion shall be considered; that preliminary Question being decided, then follow the final Questions, which conclude the matter, by determining the fate of the Motion, either in its original or its amended shape.

Thus the first Question put by the Speaker calls upon the House to determine whether "*the words proposed to be left out*" of the original Motion, shall, or shall not, "*stand part of the Question*" for discussion. If the response made by the House decides that the words which the Amendment proposes to strike out of the Motion, *shall* "stand part" of the Question before the House, the Amendment is negatived. For that decision shows that the House prefers to discuss the Motion in the form proposed by the Mover. Then arises the second Question, which ascertains if the House accepts or rejects the Motion itself, which, no further Amend-

ment thereto having been moved (*see p.* 65), the Speaker submits to the decision of the House.

Supposing, however, that the House determined that the words in the Motion which the Amendment proposed to leave out, shall *not* "stand part of the Question." As those words are thereby struck out, a blank or vacant place is made in the Motion. The Speaker accordingly proposes another Question, to ascertain whether the vacancy shall be filled up by the words suggested in the Amendment, or by any other words. This is the opportunity for amending that Amendment (*see p.* 66); and the process ends by submitting the Motion, in its altered form, to the final Vote of the House.

The three classes of Amendment are proposed from the Chair and put to the Vote in the following manner:—

Class 1.—AN AMENDMENT BY LEAVING OUT WORDS.—In the case, for instance, of a proposal to leave out the words, "the Market Place of," from the Motion "That tenders be invited," &c. (*see p.* 47); the Chairman rises, and prefaces the Question thus:—"The Original Question was this, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital;'—since which an Amendment has been proposed to leave out the words, 'the Market Place of;'

"The Question I have to propose is, That the

words, 'the Market Place of,' stand part of the Question."

This Question is put to the Vote in the manner already described (*see p.* 50). If the Question be resolved in the Affirmative, as that decision keeps the words, "the Market Place of," standing in the Motion, the Amendment is negatived. No alteration, accordingly, can be made to the Motion prior to the words, "the Market Place of;" and if no subsequent Amendment be offered, the Chairman puts the Question in its original form:—

Chairman.—"The main Question is, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital.'"

If, however, the first Question, "That the words, 'the Market Place of,' stand part of the Question," passes in the Negative, the Amendment is made; these words are rejected from the Motion; and then, if no subsequent Amendment be offered, the Chairman puts the Question on the Motion as amended:—

Chairman.—"The Main Question, as amended, is, 'That tenders be invited for the erection of a new Infirmary in . . . Stafford, to be placed under the medical staff of the County Hospital.'"

Class 2.—AN AMENDMENT BY INSERTING WORDS.—Following the previous example, if an Amendment is proposed to insert the words, "by public adver-

tisement," after the word "invited," in the Motion, "That tenders be invited for the erection of a new Infirmary," &c.; the Chairman rises, and prefaces the Question thus:—"The Original Question was this, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital;'—since which an Amendment has been proposed to insert after the word 'invited,' the words, 'by public advertisement;'

"The Question I have to propose is, That the words, 'by public advertisement,' be there inserted."

When the Question is put to the Vote, supposing that it is Negatived and that no subsequent Amendment is proposed, the Chairman puts the Question upon the Motion in its original form.

If, however, the Question, for inserting those words is resolved in the Affirmative, the Amendment having been accepted, the Chairman puts the Question upon the amended Motion:—

Chairman.—"The Main Question, as amended, is, 'That tenders be invited by public advertisement for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital.'"

Class 3.—AN AMENDMENT BY LEAVING OUT WORDS, IN ORDER TO INSERT OTHER WORDS.—The procedure necessitated by this class of Amendment is as follows:—Supposing that an Amendment is proposed to the

Motion, "That tenders be invited," &c., by the substitution of the words, "*and that such Infirmary shall be managed by a visiting committee,*" for the words "*to be placed under the medical staff of the County Hospital;*" the Chairman rises, and prefaces the Question thus:—"The Original Question was this, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital,' since which an Amendment has been proposed to leave out the words, 'to be placed under the medical staff of the County Hospital,' in order to insert the words, 'and that such Infirmary shall be managed by a visiting committee,' instead thereof:

"The Question I have to propose is, That the words, 'to be placed under the medical staff of the County Hospital,' stand part of the Question."

The proposed Amendment is assumed, for the purpose of illustration, to be the wish of the Majority. Under this supposition the words, "to be placed under the medical staff of the County Hospital" are struck out of the Motion, the Question thereon having passed in the Negative.

The Chairman accordingly puts the following Question:—"The Question is, That the words, 'and that such Infirmary shall be managed by a visiting committee,' be there inserted." That Question being resolved in the Affirmative, those words are there-

fore inserted; and the Chairman, in conclusion, calls for a decision on the Motion so amended:—

Chairman.—"The Main Question, as amended, is, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, and that such Infirmary shall be managed by a visiting committee.'"

The Chairman's second proposition, "That the words, 'and that such Infirmary shall be managed by a visiting committee,' be there inserted," might, however, be rejected. The vacancy created in the Motion by the omission of the words, "to be placed under the medical staff of the County Hospital," would thereby be left unfilled up. This, it may be presumed, was not the intention of the Meeting, and that an attempt to complete the sentence will be resumed, another form of words being proposed with that object.

The Chairman, accordingly, when such other words have been duly proposed, takes the opinion of the Meeting regarding their introduction into the Motion by putting the Question for the insertion of those words. And this proceeding would be continued, till the vacancy in the original Motion was filled up.

That these efforts, in the end, prove fruitless is, nevertheless, a possible contingency: no paragraph offered in substitution of the omitted words, perhaps, proves acceptable. The Chairman, however, if the

Motion is not withdrawn, must put the final Question thereon, although it be still in an incomplete condition. Thus if no method of filling up the blank space caused by the omission of the words, "to be placed under the medical staff of the County Hospital," be agreed upon, the Chairman concludes by calling for a decision on the Motion so amended:—

Chairman.—"The Main Question, as amended, is, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford."

It will be noticed that in the above case the Question forms an intelligible sentence, although the words struck out remain unsupplied. But even if this were not the case, as no Motion can be withdrawn without unanimous consent, if that consent be refused, the Chairman should put the Motion, in that fragmentary state, to the Vote, when, as a matter of course, it would be negatived.

This casualty has occurred in parliamentary practice. A Motion before the House of Commons has even been reduced to a single word; as the House, having negatived all the words of the Motion after the first word "That," negatived in succession every proposition designed to supply that deficiency. The Speaker, however, felt that he could not propose the word "That" as a Question from the Chair, and passed on to the matter which stood next upon the Order Book. The withdrawal of a Motion thus

rendered unintelligible, is the most judicious course to be adopted in this emergency.

AMENDMENT BY ADDING WORDS.—Chairmen may, in conclusion, be reminded that whenever a Motion, whether amended or unamended, is finally proposed as the Main Question from the Chair, a proposal may be made to add words to such Question, if duly framed so as to fit in at the end thereof; such words being neither irrelevant nor absolutely contradictory to the Motion, nor reviving a negatived Amendment thereto.

CHAPTER VIII.

Mode of putting the Question upon Amendments to Amendments.

WHEN words offered by way of Amendment are proposed from the Chair, those words may, in their turn, be subjected to amendment. Accordingly, when this Question was before the Meeting—"That the words 'and that such Infirmary shall be managed by a visiting committee' be there inserted," those words were open to amendment, whether by omission, addition, or variation.

As the proposal of an Amendment to an Amendment originates a fresh subject for consideration, the new Question thus created must, to prevent confusion, be disposed of by itself. An Amendment,

when undergoing alteration, is therefore treated throughout in the same way as if it were a substantive Motion upon which an Amendment had been moved. The Original Motion, accordingly, is laid aside; and the Amendment becomes, for the time, a separate Question to be dealt with, until its terms are settled. The Chairman puts the Question that amending words be added to the Amendment, or, that words proposed to be left out "stand part" of the Amendment; and, in conclusion, he puts the Question for the acceptance or the rejection of the Amendment either in its original, or in its amended form.

PROCEDURE ON AN AMENDMENT TO AN AMENDMENT. —A Meeting, it may be supposed, is engaged upon this Motion—"That a Finance Committee be now appointed,"—and that an Amendment has been proposed to leave out from the word "That" to the end of the Motion, in order to add, instead, "it being inexpedient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary."

As this illustration treats of amending an Amendment, it shall be presumed that the first Question, "That the words proposed to be left out stand part of the Question," has been decided in the Negative. All the words of the Original Motion after the first word "That" being thus struck out, the second Question is, "That the words, 'it being inexpe-

dient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary,' be added to the word 'That' in the Original Question."

The proposal of this Question from the Chair forms the point when an Amendment to the Amendment can be moved. Such an Amendment might be, to leave out from the sentence "it being inexpedient at present to sanction, &c.," the words "*at present,*" and to insert, instead, "*during this year.*"

Procedure on such an Amendment is as follows:—

Chairman.—"The Original Question was this, That the words, 'it being inexpedient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary,' be added to the word 'That' in the Original Question; since which an Amendment has been proposed to the proposed Amendment, to leave out the words 'at present,' in order to insert the words 'during this year' instead thereof;

"The Question I have to propose is, That the words 'at present' stand part of the proposed Amendment."

If that Question be agreed to, the words "at present" are retained in the Amendment; and the Chairman returns to the Question he first proposed, namely:—

Chairman.—"The Question is, 'That the words

'it being inexpedient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary,' be added to the word 'That' in the Original Question."

And then, that Question being also agreed to, the Chairman, to obtain the final decision of the Meeting, puts the Motion so amended to the Vote, namely:—"The Main Question, as amended, is, 'That it being inexpedient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary."

Supposing, however, that the first Question—"That the words 'at present' stand part of the proposed Amendment"—be negatived, the Chairman proceeds to put the following second Question:—

Chairman.—"The Question I have to propose is, That the words 'during this year' be there inserted."

If that be agreed to, then the Chairman takes the opinion of the Meeting upon the Amendment as amended;

Chairman.—"The Question is, That the words, 'it being inexpedient, during this year, to sanction any further expenditure, the appointment of a Finance Committee is unnecessary,' be added to the word 'That' in the Original Question;" and that Question being agreed to, the Chairman concludes by taking a final decision upon the amended Motion.

Chairman.—"The Main Question, as amended, is, 'That it being inexpedient, during this year, to sanction any further expenditure, the appointment of a Finance Committee is unnecessary.'"

AN AMENDMENT AMENDED BY THE OMISSION OF WORDS.—Another illustration may be given of a mode of amending an Amendment.

An Amendment, it may be supposed, has been moved to leave out a paragraph from a Motion. The Majority, however, desire to retain a portion of the sentence proposed to be omitted, and to negative the remainder. That being the case, they will endeavour to amend the proposed Amendment, by leaving thereout the words which are to be retained. The restoration of those words to their place in the original Motion would be thereby effected.

The mode of arriving at this conclusion will be visible, if the following Motion and Amendment be accepted in illustration of the proceeding. The Motion is—"That the Superintendents of Police, being superior officers, be appointed Inspectors under the 75th section of The Explosives Act, 1875; and that the Sergeants of the Force be permitted to carry out the provisions of the Act, if appointed as officers by any Local Authority." And it may be supposed that the Amendment proposes to limit the Motion to the first paragraph, by striking out all the words thereof after the date "1875."

The Question, therefore, is proposed :—

"That the words 'and that the Sergeants of the Force be permitted to carry out the provisions of the Act, if appointed as officers by any Local Authority,' stand part of the Question."

The Majority of those present, however, wish to retain the words, "*and that the Sergeants of the Force be permitted to carry out the provisions of the Act.*" In that case they would propose to leave those words out of the proposed Amendment.

The following Question would accordingly be put :—

Chairman.—"The Original Question was this, That the words, 'and that the Sergeants of the Force be permitted to carry out the provisions of the Act, if appointed as officers by any Local Authority,' stand part of the Question ; since which an Amendment has been proposed to the proposed Amendment, to leave out the words, 'and that the Sergeants of the Force be permitted to carry out the provisions of the Act.'

"The Question I have to propose is, That the words, 'and that the Sergeants of the Force be permitted to carry out the provisions of the Act,' stand part of the proposed Amendment."

It may be supposed, following the selected example, that the Majority desire to retain those words. The Question that those words "stand part of the proposed Amendment" is therefore

negatived. Those words are, accordingly, restored to the Motion; and the Chairman returns to his former proposition, but in the amended form, by calling for a decision upon the Amendment, as amended, namely, upon the words, "if appointed as officers by any Local Authority."

Chairman.—"The Question is that the words, 'if appointed by any Local Authority,' stand part of the Question."

As the Majority are supposed to be adverse to those words, that Question is negatived. The Chairman therefore puts the final Question upon the Motion, as it has been altered by the amended Amendment.

Chairman.—"The Main Question, as amended, is, 'That the Superintendents of Police, being superior officers, be appointed Inspectors under the 75th section of the Explosives Act, 1875; and that the Sergeants of the Force be permitted to carry out the provisions of the Act.'"

Attempts to amend Amendments not infrequently create perplexity and embarrassment. The best escape from this difficulty is the division of an Amendment which causes a difference of opinion into several separate Amendments, so as to place the sentences open to objection *seriatim* before the Meeting.

For instance, to revert to the last illustration. If the Chairman were permitted to put the Question

upon the sentences to be omitted, first upon the words, "and that the Sergeants of the Force be permitted to carry out the provisions of the Act;" the Question that those words "stand part of the Question" would be agreed to. Then the Meeting could agree upon the omission of the concluding words of the Motion; and, finally, the Chairman would put the Question on the Motion so amended; and thus the object sought by a proposal to amend an Amendment is obtainable in a simpler way.

CHAPTER IX.

The Popular Mode of Procedure, which gives Priority to Amendments over an Original Motion.

THIS, the popular and general practice of moving Amendments, is not wholly without Parliamentary sanction. In the Committee of Supply, when the reduction of a Grant of public money is proposed, the Chairman takes a decision first upon the Amendment, namely, upon the reduced Grant, nor, until that Question is disposed of, does he submit the original Grant to the Vote of the Committee.

This usage is adopted to afford repeated opportunity of disputing the demands of Government; for if the action of the Committee of Supply was regulated according to the ordinary method of dealing

with Amendments, but one decision could be taken upon each Grant.

With this exception, the popular mode of putting an Amendment is never used by the House of Commons, because of its inherent defectiveness. (*See p.* 76.) The partial adoption, however, by Parliament of this method of dealing with an Amendment brings it within the scope of our Handbook; and the following examples of its working have accordingly been added, in the form of the Minutes which such procedure would occasion:—

> "It was moved by Mr. A., and seconded by Mr. B., 'That the Report of the Society of Arts upon a reform in spelling be now considered.'
>
> "The following Amendment thereto was moved by Mr. C., and seconded by Mr. D., 'That no further action be taken upon a reform in spelling.'
>
> "The Question was accordingly proposed, 'That no further action be taken upon a reform in spelling.'"

After a discussion upon the relative advantages of the Amendment and the Original Motion, the Amendment is put to the Vote; and, if it be agreed to, the Amendment then becomes the Main Question for discussion. If no further Amendment is moved, a final Vote is taken on the Amendment, put as the Main Question, which, if agreed to, is entered as a Resolution upon the Minutes.

If, however, a second Amendment is offered to the Question, as amended, viz., "That no further action be taken upon a reform in spelling," the Minutes would run as follows:—

"The Question, as amended, being about to be put, a second Amendment was moved by Mr. E., and seconded by Mr. F., 'That the project of a reform in spelling be referred to a Committee;'

"After some discussion, a Division was called for; and 13 Votes were given for and 31 against the Amendment.

"The Chairman therefore declared the Amendment to be lost.

"The Question, as amended, being again about to be put, a third Amendment was moved by Mr. Z., and seconded by Mr. W., to strike out the word 'further,' in order to insert the word 'immediate' instead thereof.

"After some discussion, a division was called for; and ten Votes were given for, and eight against the Amendment.

"The Chairman therefore declared the Amendment to be carried.

"The Question, as amended, being again about to be put, a fourth Amendment was moved by Miss T., and seconded by Professor B., to add after the word 'taken,' the words, 'by the Board.'

"The said Amendment was rejected.

"No further Amendments having been proposed, the Question, as amended, was put, and resolved in the following form:—

"'Resolved, that no immediate action be taken upon a reform in spelling.'"

The original Motion, "That the Report of the Society of Arts upon a reform in spelling be now considered," was, in this supposed case, excluded from consideration by the acceptance of an antagonistic Amendment. If that Amendment, however, had been negatived, the Original Motion would then be proposed again from the Chair, and would be dealt with by way of Amendment, or be put to a final Vote according to the foregoing examples.

The following Rules governing the popular practice of dealing with Amendments have been extracted, by kind permission, from the Regulations of the School Board for London.

"(*a*) Whenever an Amendment is made upon any Motion, no second Amendment shall be taken into consideration, until the first Amendment is disposed of. If that Amendment be carried, it shall then be put as an Original Motion, upon which a further Amendment may be moved. If the first Amendment be negatived, then a further Amendment may be moved to the Original Question; but only one Amendment shall be submitted to the Board for discussion at one time.

"(*b*) All Amendments must be relevant to the Motion, and must be stated to the Chairman before the Mover speaks thereon. No Member shall be at liberty to move more than one Amendment upon any Motion.

"(*c*) The Mover of an Original Motion shall have the right of Reply, and after he has commenced his Reply no other Member shall speak on the Question. No new matter shall be introduced by the Mover in reply. (*See p.* 7.)

"(*d*) Subject to the preceding Rule, and to the Rule laid down in Rule 26 (*see p.* 40), no Question shall be put to the Vote while any Member present desires to speak, or to move an Amendment, if competent to do so."

The right of Reply is governed by the following practice. If no Amendment ensue upon the proposal of an Original Motion, the Mover thereof replies at the end of the discussion on his Motion. If there be an Amendment, he makes his Reply at the close of the Debate thereon, and this Reply exhausts his right thereto as Mover of an Original Motion. He may, however, take part in the discussion upon subsequent Amendments as an ordinary Member.

The inherent defectiveness that attends the practice of giving priority to an Amendment over the Motion, lies in the fact that if an Amendment be preferred to the Motion on which it is moved, the judgment of the Meeting is not taken on that Motion.

The Motion is, indeed, practically negatived by the acceptance of the Amendment, but it is not positively rejected, being only put aside, and not dealt with by a distinct Vote. This objection is not merely a theoretic objection: serious irregularity may arise owing to this method of procedure. An important General Meeting of Shareholders was, for instance, being held: the Question before them was the re-election of their Directors. The name of one of the Directors met with opposition which was embodied in an Amendment moved to the Motion for that Director's re-election, defining the special obligations that devolved on the Board of Direction. This Amendment, if the ordinary course of procedure was followed, would, if accepted, stand upon the Minutes of the Meeting in substitution for the Motion, "That Mr. —— be re-elected;" and, as it happened, the Amendment was agreed to. No distinct Vote, however, having been taken on the Director's re-election, that Question having been only indirectly disposed of by the acceptance of the Amendment, it was held in Order that the Chairman should again propose, "That Mr. —— be re-elected" a member of the Direction. And it was by a similar course of action that the costly litigation which centred round the noted Braintree Church Rate Case arose. The irregularity of such a proceeding is obvious. If an Amendment, moved in substitution for an Original Motion, does not, if carried, get rid

of the Original Motion, no finality can attend the decisions of a Meeting that conducts Debate according to this method of procedure.

CHAPTER X.

Motions for Adjournment, and the "Previous Question."

THE transaction of business may be interrupted by Motions for the Adjournment either of the Meeting, or of the Debate, or that the Chairman do leave the Chair, or by moving the "Previous Question:" The Motion "That the Board proceed to the next business" is a similar method of superseding a Question (*see p.* 42).

The proposal of these Motions is, like the proposal of an Amendment, governed by the Rule forbidding more than one speech upon a Question. Motions for Adjournment, &c., cannot, therefore, during the progress of a Debate, be proposed or seconded by those who have spoken on the Motion that is before the Meeting, or who have moved or seconded an Amendment thereto. Nor can a Motion for Adjournment, &c., whilst an Amendment is under discussion, be moved or seconded by those who have spoken on that Amendment.

No Reply is permitted to the Mover of a dilatory Motion; and such Motions are also out of Order if

moved one upon the other. For instance, the Speaker has not allowed Members to move the Adjournment of the House, on a Motion to adjourn a Debate, or the Adjournment of the Debate, on a Motion to adjourn the House.

The Rule forbidding a second speech upon the same Question is just as operative, whenever an Adjourned Debate is resumed, as it was upon the day when the Debate was commenced; but so soon as Motions for Adjournment, &c., have been proposed from the Chair, Members who have already spoken on the first Motion are at liberty to speak again, as a new Question has thereby been placed before the Meeting. Rule 10. New Questions.

The object of the "Previous Question," as well as of the analogous Motion "That the Board proceed to the next business," is to withhold a Motion from the Vote, but without such interference to the course of business as is caused by Motions for Adjournment, or for the Chairman's leaving the Chair. Direct opposition, though in an indirect way, being the intention of the "Previous Question," it does not debar advocates or opponents, during the Debate that ensues upon that proposal, from entering fully into the merits or demerits of the Motion on which the "Previous Question" has been moved.

The "Previous Question" can only be moved when the Question upon a substantive Motion is before the Meeting, and cannot be moved upon an

Amendment. Nor can an Amendment be offered to a Motion after the "Previous Question" has been proposed. But if an Amendment has been disposed of either by withdrawal, or by the Vote of the Meeting, and the original Motion, in its first or in an altered form, is finally proposed from the Chair, then it can be met by moving the "Previous Question."

The form offered for use is not that employed by the House of Commons. The writer has ventured to accept the guidance of a precedent recorded about 250 years ago upon the Journals of the House, as the ancient form is, for the following reason, to be preferred.

According to present usage, Members who propose the "Previous Question," move that the Question which they oppose "be now put;" and then they vote against their own Motion. This is a perplexing method. The form tendered for adoption, namely, "That the original Question be *not* now put," in effect reverses the parliamentary form; it shows clearly the object of the Motion; those who move it vote "Aye," and those who oppose it vote "No."

It follows, accordingly, that the Original Motion must immediately be "now put," if the "Previous Question," put in the suggested form, be negatived. The Chairman, therefore, must put that Question to the Vote forthwith, without suffering further dis-

cussion, or the proposal of an Amendment or other Motion.

It will be noticed that the "Previous Question," if resolved in the Affirmative, does not absolutely reject the Original Motion; and the decision that it be *not now* put to the Vote might be nominally complied with, by taking an early opportunity of renewing the Original Motion. Such an evasion of the intention of the "Previous Question" should not be permitted: the Original Motion should not be again proposed prior to the commencement of a marked interval of time, analogous to another Parliamentary Session.

The Motion "That the Board proceed to the next business," is regulated according to the foregoing practice, except that it may be moved when an Amendment is before the Meeting. Procedure on the "Previous Question" according to the popular method, is as follows:—

"A Motion of the 'Previous Question' (i.e. That the Question be not now put) shall, for all purposes of Order, be dealt with as an Amendment.

"It shall take precedence over all other Amendments."

Motions for Adjournment, That the Chairman leave the Chair, the "Previous Question," &c.—being formal Motions used for a certain and definite object, cannot be amended. When, however, Motions for the Adjournment of the Debate, or of

the Meeting, not for the purpose of setting aside a Motion, but for its *bonâ fide* postponement, are accepted, then a second Question arises, as to the moment when that proceeding shall be resumed; and this Question may be amended regarding the day or hour when the Debate shall be recommenced.

THE QUESTION PUT ON MOTIONS FOR ADJOURNMENT, &c.—A Chairman proposes Questions on a Motion for Adjournment, or for his leaving the Chair, so soon as such Motion has been moved and seconded, as a new Question, without any reference to the Motion then under debate:—

Chairman.—"The Question is, That this Debate (or the Meeting) be now adjourned:"—or, "The Question is, That the Chairman do leave the Chair."

THE QUESTION PUT ON THE PREVIOUS QUESTION.—The proposal of the "Previous Question" is prefaced with the words used in proposing an Amendment:

Chairman.—"The Original Question was this, 'That tenders be invited for the erection of a new Infirmary, &c.,' since which the 'Previous Question' has been proposed;

"The Question is, 'That the Original Question be not now put."

And if no Debate occurs, the Chairman at once takes the Vote upon these Questions.

CHAPTER XI.

The Withdrawal of Motions and Amendments.

THE withdrawal of a Motion is thus obtained. The Mover of the Motion, rising before the Question thereon has been put from the Chair, proposes that the Motion be withdrawn, and it is desirable that this suggestion should be sanctioned by the Seconder. The Chairman then formally asks of the Meeting, "Is it your pleasure that the Motion be withdrawn?" And if no Member objects, the Chairman completes the withdrawal of the Motion by announcing that, "The Motion is, by leave, withdrawn."

Rule 12. Question fully put.

Rule 19. Motions withdrawn.

When Motions contingent upon an Original Motion, such as for its Amendment, or Motions for Adjournment, the "Previous Question," or "that the Chairman do leave the Chair," have been moved,—with the consent, of course, of the Mover,—the Chairman must first take the opinion of the Meeting, expressed in the manner described, regarding the withdrawal of such contingent Motion. Nor, until the contingent Motion has been withdrawn, can the Chairman propose the withdrawal of the Original Motion. If, however, the Amendment, or Motion for Adjournment, &c., be negatived, then the withdrawal of the Original Motion can be entertained.

The usage adopted by Shareholders' Meetings regarding the withdrawal of Motions will be found at p. 34.

CHAPTER XII.

Committee Procedure.

DUTIES AND POWERS OF A COMMITTEE.—A Committee being a body endowed with delegated powers cannot act independently of its originating authority, or exceed the commission entrusted to it, or entrust its duties to others. The assistance of those who appoint the Committee is its legitimate function. And this assistance is generally rendered by the conduct of an inquiry through the reception of evidence, the drafting of a document, or the consideration of papers referred to the Committee. The Report of such evidence or document, accompanied, if need be, by Observations thereon, or of Resolutions based by the Committee on the papers laid before it, form the conclusion of the labours of a Committee and close its existence, unless it be a Standing Committee, or empowered to report from time to time.

The terms of the Order of Reference, prescribing the action of a Committee, should be drawn up with precision, as its conduct is strictly dependent thereon. Such Order, however, can be extended

or restricted by an Instruction from the appointing Body; and the Instruction may take the form, "That the Committee have power," or it may be mandatory, leaving no option to the Committee save to obey the directions it receives.

According to Parliamentary practice, Notice should be given, except in emergent cases, of the form of the Order of Reference. And Notice must be invariably given of an Instruction. The nomination of a Committee, and the names to be offered by way of Amendment, in substitution for the Members upon the Nomination list, alike require Notice.

The Nomination of a Committee is obtained by the Chairman's reading aloud the names proposed for the Committee pausing, if a name be challenged, to put that name as a formal Question for the decision of the Meeting.

The Quorum of every Committee is fixed by the House of Commons, though, as a rule, the choice of Chairman and the mode of conducting its transactions is left to the Committee; and the Legislature has, in these respects, followed the example of Parliament. Though a Committee be empowered to receive evidence, the House retains a control over the documents, and the evidence that a Committee can receive, and the mode of conducting its inquiries may be prescribed by the Order of Reference, or form the subject of an Instruction.

In accordance with the principle laid down by an ancient Parliamentary formula, that "no Committee can destroy a Bill," Committees cannot withhold from the appointing Body the result of its inquiry; and if the sittings of a Committee be brought to an untimely end by a Motion "that the Chairman do leave the Chair," the Committee can be revived, and instructed to complete the transaction enjoined by the Order of Reference.

RULES FOR THE APPOINTMENT OF COMMITTEES.—If it be thought desirable to obviate doubt regarding the formation or the organization of Committees, Rules to that effect are supplied, drawn from Statutory Regulations on that subject.

1. The Board may delegate any of their Powers to Committees consisting of such Member or Members of that Body as they think fit: Any Committee so formed shall, in the Exercise of the Powers so delegated, conform to any Regulations that may be imposed on them by the Board.

2. A Committee may elect a Chairman of their Meetings: If no such Chairman is elected, or if he is not present at the Time appointed for holding the same, the Members present shall choose One of their Number to be Chairman of such Meeting.

3. A Committee may meet and adjourn as they think proper: Questions arising at any Meeting shall be determined by a Majority of Votes of the Members present and voting on that Question; and

in case of an Equality of Votes the Chairman shall have a Second or Casting Vote.

4. The Quorum of a Committee shall consist of such Number of Members as may be prescribed by the appointing Body, or, if no Number is prescribed, of Three Members.

PRACTICE IN COMMITTEES.—According to Committee usage Members speak sitting, as often as they please, and make Motions without needing a Seconder. As regards the Votes of the Members, the Chairman's Casting Vote, and the general method of procedure, a Committee follows the example of the appointing Body. The presence or exclusion of Strangers is within the absolute control of a Committee; but, unless expressly so empowered, a Committee cannot exclude Members of the appointing Body, even during the deliberation of the Committee. Though if a Committee desires to sit with closed doors, it is customary for such Members, as an act of courtesy, to defer to that opinion.

A Report must be the decision of the Committee. No signatures, therefore, should be affixed to a Report for the purpose of showing any division of opinion in the Committee; nor can it be accompanied by any counter-statement, or Protest from the Minority. If the Chairman signs a Report, it should only be by way of authentication.

TRANSACTION OF BUSINESS.—The following description of the routine of Select Committees of the

House of Commons is taken from a Treatise drawn up by the late Mr. Charles Eales, when he filled the post of Principal Clerk of Committees.

"CHOICE OF CHAIRMAN.—On the day of Meeting, the first proceeding is to choose a Chairman. In this proceeding the analogous practice of the House in the choice of a Speaker is followed, the Clerk putting the Question, and directing the division in the same way as is done on that occasion by the Clerk of the House.

"MODE OF PUTTING QUESTION.—The proper form for putting the Question, and recording the decision in the event of a difference of opinion in the choice of a Chairman, is as follows:—"Motion made (*Mr.*), 'That Mr. A. do take the Chair of the Committee':—

"Motion made (*Mr.*), 'That Mr. B. do take the Chair of the Committee':—

"Question put (by the Clerk), 'That Mr. A. do take the Chair of the Committee':—

"The Committee divided; Ayes, 7; Noes, 6. Mr. A. took the Chair accordingly."

Where no difference of opinion occurs in the appointment of a Chairman, the Member proposed as Chairman is called to the Chair, without any Question being put.

WITNESSES SUMMONED.—The Chairman having been appointed, the Committee proceed to consider their course of proceeding, and to summon Witnesses

for examination on a subsequent day, if they are empowered to hear evidence.

The Evidence being concluded, the Committee meet to consider their Report.

CONSIDERATION OF REPORT.—In the event of more than one Draft Report being proposed for the consideration of the Committee, the first proceeding is to enter at length on the Minutes, in the order proposed, each Draft Report as read a first time; after which a Motion should be made :—"That the Draft Report proposed by Mr. A. be now read a second time, paragraph by paragraph;" to which an Amendment may be moved to leave out the words "Mr. A." and insert the words "Mr. B.," instead thereof: this being disposed of, the Draft Report agreed to be taken into consideration is read a second time, paragraph by paragraph, Amendments being moved to each paragraph as the Report proceeds, and the question, "That this paragraph [as amended] stand part of the proposed Report," put after each paragraph has been gone through.

NEW PARAGRAPHS.—New paragraphs may be inserted, or proposed to be inserted, as the Report proceeds, each paragraph being proposed as an Amendment to the Draft Report.

FINAL QUESTIONS.—Having concluded the consideration of the Draft Report, the final Questions put by the Chairman are, "That this Report [as amended] be the Report of the Committee to the

House;"—"That the Minutes of Evidence taken before the Committee [together with an Appendix] be reported to the House."

WHEN COMMITTEES PROCEED BY WAY OF RESOLUTION.—Sometimes sets of Resolutions are proposed by several Members, instead of, or in addition to, a Draft Report, in which case the different proposed Resolutions are entered at length on the Minutes, as read; after which each separate Resolution is proposed as a Substantive Motion—thus: "Motion made, and Question proposed, 'That it is the opinion of this Committee, that, &c., &c.,' " to which any Amendment may be proposed; and when all the Amendments have been disposed of, and the Question put and agreed to, the Motion so agreed to becomes a Resolution of the Committee, and cannot be altered.

If, however, the various proposed Resolutions are essentially different in their nature, it is convenient for the Committee to take one set as a basis, and to move, "That the Resolutions to be proposed by Mr. A. be now taken into consideration;" to which any Member may move an Amendment, by proposing to leave out the words "Mr. A." and to insert the words "Mr. B." This question having been decided, the Committee proceed with the particular set of Resolutions which it has been determined shall be considered

RESOLUTIONS REPORTED.—The various proposed

Resolutions having been disposed of, the final Questions are, 'That these Resolutions be reported to the House;'—'That the Minutes of Evidence taken before the Committee [together with an Appendix] be reported to the House.'"

MINUTES.—Committee Minutes should follow the system adopted by the appointing Body. The following are the Rules of the House of Commons on this subject.

"That the Names of the Members present each day on the sitting of any Select Committee be entered on the Minutes of Evidence, or on the Minutes of the Proceedings of the Committee (as the case may be), and reported to the House on the Report of such Committee.

"That in the event of any Division taking place in any Select Committee, the Question proposed, the Name of the Proposer, and the respective Votes thereupon of each Member present, be entered on the Minutes of Evidence, or on the Minutes of the Proceedings of the Committee (as the case may be), and reported to the House on the Report of such Committee."

Remarks on the essential characteristics of Minutes in general will be found in the Notes on Procedure, p. 100.

CONSIDERATION OF A REPORT FROM A COMMITTEE.—When a Meeting is called upon to consider the Report of a Committee, the first step is to read

aloud the Report, and this may be done either by the Chairman, or by some one upon his direction.

This stage is the formal first reading; its object is to make the Meeting acquainted with the contents of the Report, and is, therefore, a proceeding not open to debate or opposition.

The Report being thus placed in the possession of the Meeting, the next step is to ascertain whether the general principle embodied in the Report will be accepted. The Chairman therefore submits that Question to the Meeting, by a Motion, "That the Report be read a second time," which he proposes from the Chair directly that the Report has been read, no Debate or Motion for Adjournment being suffered to intervene.

Upon the Motion that the Report be read a second time, the general tenor of the Report is discussed; and that Motion is open to Amendment, but only to relevant Amendments, opposing the general object of the Report, or recommending that the consideration thereof be postponed, or that it be recommitted either to the former, or to another Committee.

When the Question, "That the Report be read a second time," is agreed to, opposition to its reception must cease; and the Report itself is placed before the Meeting for Amendment. Discussion or procedure, therefore, must be directed strictly to that object; and, if deemed expedient, the Report

may be again read aloud, paragraph by paragraph, to facilitate the proposal of Amendments thereto; such Amendments being restricted merely to the modification of the wording of the Report.

This opportunity having been afforded to the Meeting, the Chairman moves finally, "That the Report (in its original or amended form) be agreed to." When this Motion has been put from the Chair, no Amendment to the Report can be moved, nor can the Motion itself be amended.

And then, if the Report be agreed to, such Motions as are necessary to carry out its object should be immediately submitted to the consideration of the Meeting.

RULES OF PROCEDURE.

1. CHAIR TO BE ADDRESSED STANDING.—A Member of a Meeting desiring to speak must rise in his place and address himself to the Chair; and no interruption to his speech should be permitted, except upon a point of "Order" suddenly arising.

2. CHAIRMAN'S CALL TO SPEAK.—When two or more Members rise to speak, the Chairman calls upon the Member who first rose in his place; and Order is best maintained by acquiescence in the Chairman's decision.

3. MOTION THAT A MEMBER "BE NOW HEARD."—A Motion may be made that a Member who has risen to speak, "be now heard."

4. MOTIONS TO BE IN WRITING, AND SECONDED.—All Motions and Amendments must be seconded; and, except formal Motions, such as Motions for Adjournment, or, "That the Chairman do leave the Chair," &c., Motions and Amendments should be handed to the Chairman in writing.

5. NO SPEECH SAVE TO A QUESTION.—No speech should be permitted save to a distinct Motion, either already submitted to the Meeting as a Question for

deliberation, or to be submitted by the Member speaking.

6. SPEECH TO BE DIRECTED TO THE QUESTION.—Each Member who rises to speak must direct his speech to the Motion under discussion, or to a Motion or Amendment to be proposed by himself, or to a Question of Order.

7. No SECOND SPEECH.—No Member may speak twice to a Question, except in explanation or reply.

8. EXPLANATION ALLOWED.—A Member who has spoken may be again heard, to clear up misunderstanding in regard to some material part of his speech; but he is not to introduce new matter, or to interrupt a Member who is speaking.

9. RIGHT OF REPLY.—A Reply is allowed to the Mover of a substantive Motion, but not to the Mover of an Amendment, or of Motions for Adjournment moved during Debate, "That the Chairman do leave the Chair," of the "Previous Question," &c. After the Mover has commenced his Reply, no other Member shall speak to the Question.

10. NEW QUESTIONS.—Motions for Amendment, Adjournment, "That the Chairman do leave the

Chair," "That the Board proceed to the next business," and the "Previous Question," are New Questions; and Members who have spoken on the Original Motion may speak again, after such New Questions have been proposed from the Chair.

11. MATTER OF ORDER ARISING.—Upon a matter of Order suddenly arising, any Member may speak, if he does so as soon as possible, and commences by a statement that he rises to Order. The Member who was addressing the Meeting must thereupon resume his seat, and so, also, must the Member who rose to Order, when he has concluded his appeal to the Chair.

12. QUESTION FULLY PUT.—No Member may speak to any Question after the same has been fully put, that is to say, after the Question has been put from the Chair, and the Voices have been given thereon both in the Affirmative and the Negative.

13. ORDER OF AMENDMENTS.—Each Amendment to a Motion should be moved in the order in which, if agreed to, it would stand in the amended Motion.

14. AMENDED MOTIONS TO BE INTELLIGIBLE.—Every Amendment must be relevant to the Motion upon which it is moved, and be framed so as to form therewith an intelligible and consistent sentence.

15. AMENDMENTS TO AN AMENDED MOTION.—No Amendment can be proposed to that portion of a Motion which is prior to a point where an Amendment has been made, or has been proposed from the Chair, unless the proposed Amendment be, by leave, withdrawn.

16. NO AMENDMENT TO WORDS AGREED UPON.—No Amendment may be made to words which it has been resolved shall stand part of, or be added to a Question, except by the addition of other words.

17. MOTIONS DECIDED, NOT TO BE RENEWED.—No Motion or Amendment may be proposed which is the same, in substance, as a Motion or Amendment which has been resolved in the Affirmative or Negative during the same sitting of a Meeting, or during such period of time as may by Regulation be prescribed.

18. PREVIOUS QUESTION NEGATIVED.—If the Previous Question be negatived, the Original Question is to be put forthwith, without permitting Adjournment, Amendment, or Debate.

19. MOTIONS, &c., WITHDRAWN.—Motions and Amendments may be withdrawn, leave being granted without any Negative Voice, before the

Question on the Motion or Amendment has been fully put.

20. Error in Vote by Show of Hands.—In case of a misunderstanding among the tellers as to the number of hands held up during the Vote by Show of hands, a second Vote must be taken, unless such misunderstanding can be corrected by agreement between the tellers.

21. Chairman's Casting Vote.—In case of an equality of Votes the Chairman must give the Casting Vote.

22. Adjournment by Chairman.—If disorder should arise, the Chairman, acting on his discretion, as a matter of right, can quit the Chair, and announce the Adjournment of a Meeting; and, by that announcement, the Meeting is immediately adjourned, and no business subsequently transacted will be valid.

23. Authority of Chairman.—Deference should be paid to the Chairman's authority. Silence, also, must ensue, and all must remain sitting whenever the Chairman rises to speak, that his words may be heard without interruption.

NOTES ON PROCEDURE.

ELECTION OF CHAIRMEN.—The selection of one out of several candidates can be effected by other methods than that adopted by Parliament. One is to present to a preliminary Vote the names of all the candidates *en bloc;* that preliminary Vote being taken by each Voter giving in the name of the candidate he favours, in writing, to the person presiding over the election. The Question for the election of the person who is nominated by the Majority is then moved, seconded, and put from the Chair. Another mode of arriving at a single name for a final decision, is the presentation of the names of the candidates *seriatim* in alphabetical order; the Votes in favour of each name are taken separately, the name having the lowest number of Votes is then struck out, and the process is repeated, until one name only is left upon the list for the final decision of the Meeting. As the Legislature has suggested that the fate of candidates receiving an equal number of Votes might be decided by lot (*see p.* 14); this mode of cutting asunder such "a tie" may, perhaps, be recommended.

FORM OF PROPOSING THE QUESTION.—Parliamentary phraseology is certainly old in fashion, and the formula, "That the words proposed to be left out

stand part of the Question," is in itself a difficulty to the unused. Suggestions have been made that the phrase might be cast into a more intelligible shape; and if Chairmen cared to make the experiment, the following mode of proposing the Question is offered in aid to such an attempt:—

Chairman.—"The Question I have to propose is that the words 'the Market Place of,' to which Mr. A. has objected, be retained in the original Motion."

MINUTES OF PROCEEDINGS.—The precise form in which the Minutes of a Board should be kept, and whether letters and other documents should be placed thereon, or entered upon detached appendices, are matters which may be left to individual experience, so long as an adequate method of arrangement and of cross reference be provided. The entries essential to a due record of procedure are as follow:—Resolutions in the precise form in which they were put from the Chair:—Every such Question, whether withdrawn, negatived, or superseded:—Name of mover of every Motion:—Names and number of the voters, showing whether each Vote given was for or against the Question:—The names also of those present at each division, who, if usage so permit, took part in the Debate, but abstained from voting:—Chairmen's decisions upon matters of Order, and statements of their opinion regarding practice or procedure:—The day and hour upon which a post-

poned or adjourned proceeding is to be considered: —If a special form of Notice for the transaction of business is prescribed, the fact that such Notice has been given should be recorded:—Indexes also to the Minutes and appendices must be kept up systematically, so as to form a complete annual register to the proceedings.

PROTESTS RECORDED ON THE MINUTES.—Protests by Members of a deliberative body, according to the practice of the sole authority upon the subject, the House of Lords, are concise and definite statements of the motives which prompted the votes of the protesting minority, either individually or conjointly. Protests, therefore, cannot be made against the formal reception of documents, such as Returns, or Committee Reports, or against statements contained therein, or by persons who, being present at a division, had abstained from voting. The period within which Protests are permissible should also be limited by express rule. Where no express rule exists, Protests must be handed to the Chairman or the Clerk before the conclusion of the Meeting when the occasion that provoked the Protest took place. Members of a Royal Commission are, by usage, empowered to accompany their signatures to the Report with a statement defining the extent of their assent thereto. This power, however, is not possessed by a body that acts upon the mandate of a delegated authority, such as a Committee.

Any mode by which a minority can qualify or thwart the authority of the majority is not, in our opinion, to be recommended. The ingenious Mr. Selden even asserts in his "Table Talk" that "protesting is foolish;" and the practice should certainly not be permitted, save in deference to established regulation or settled practice.

Note on the Mover of a Motion or Amendment referred to p. 47.

ACCORDING to the practice of the House of Commons a Motion cannot be moved, save by the Member who gave Notice thereof. As regards such Amendments as do not require Notice, this rule is not strictly enforced. The Committee procedure Amendments may be moved by Members, other than the Member in whose name the Amendments stand; but in the House the Speaker has stayed a Member who attempted to move an Amendment standing in another Member's name, unless it was an Amendment of a formal, or non-contentious character.

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